

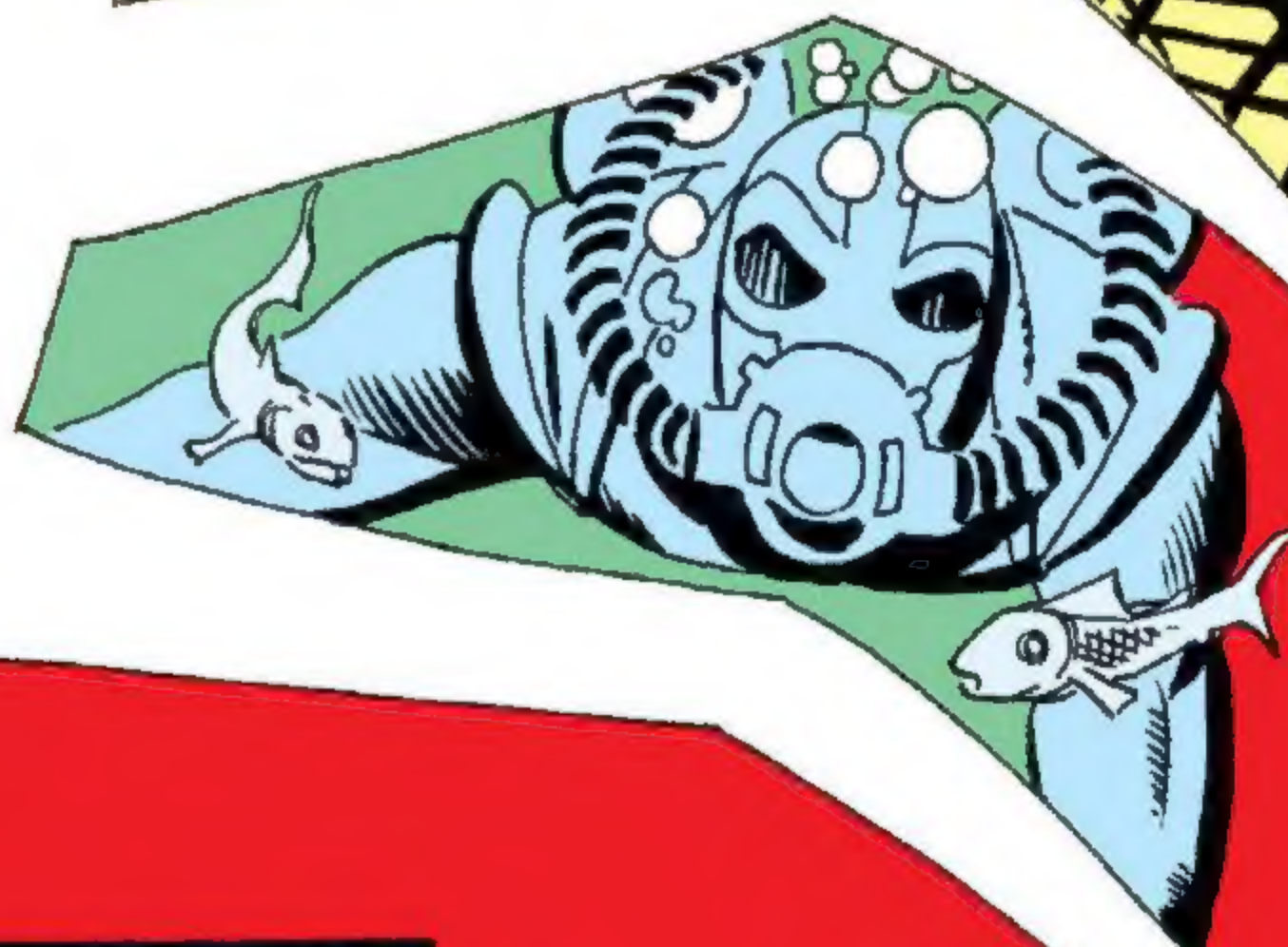
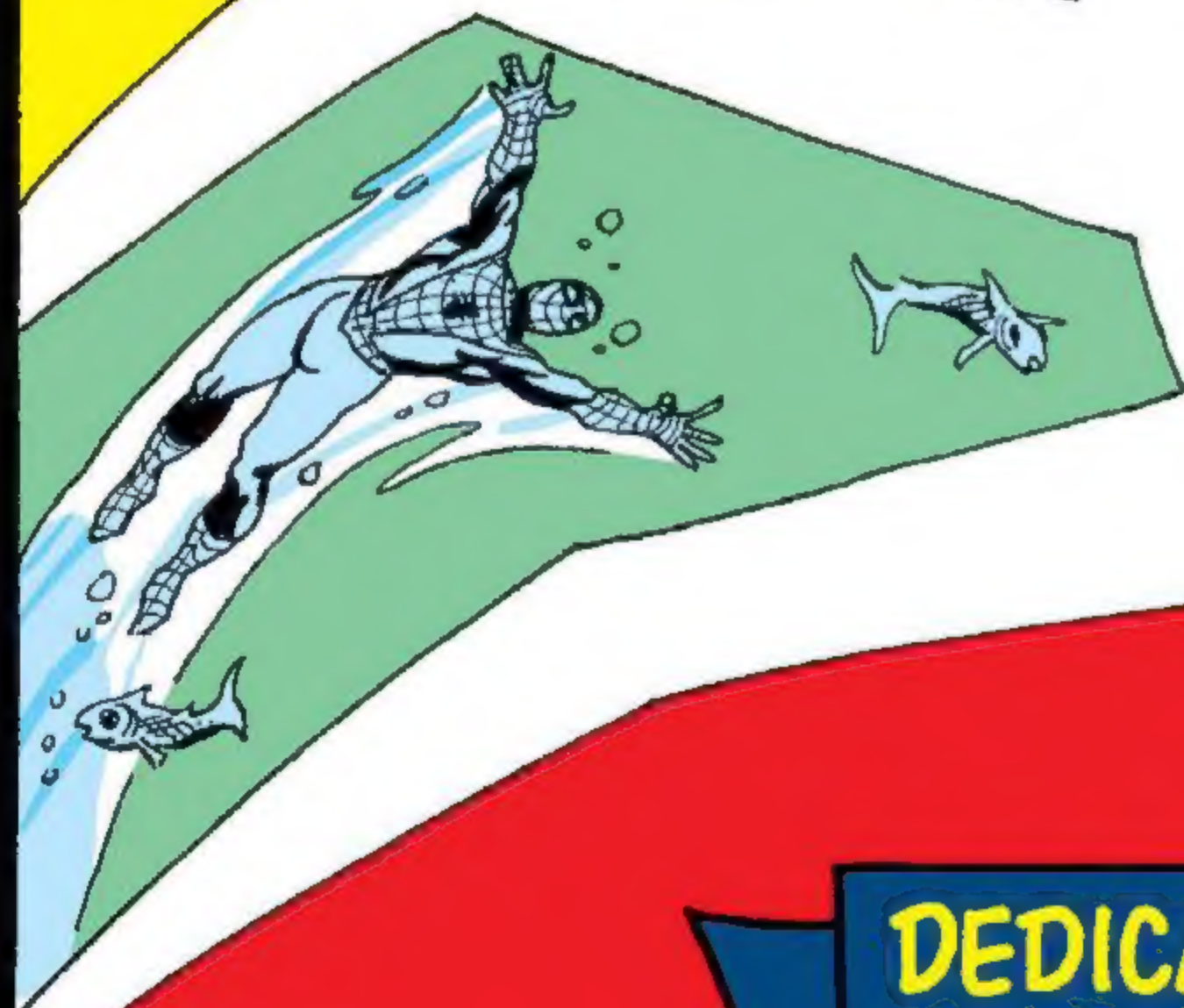
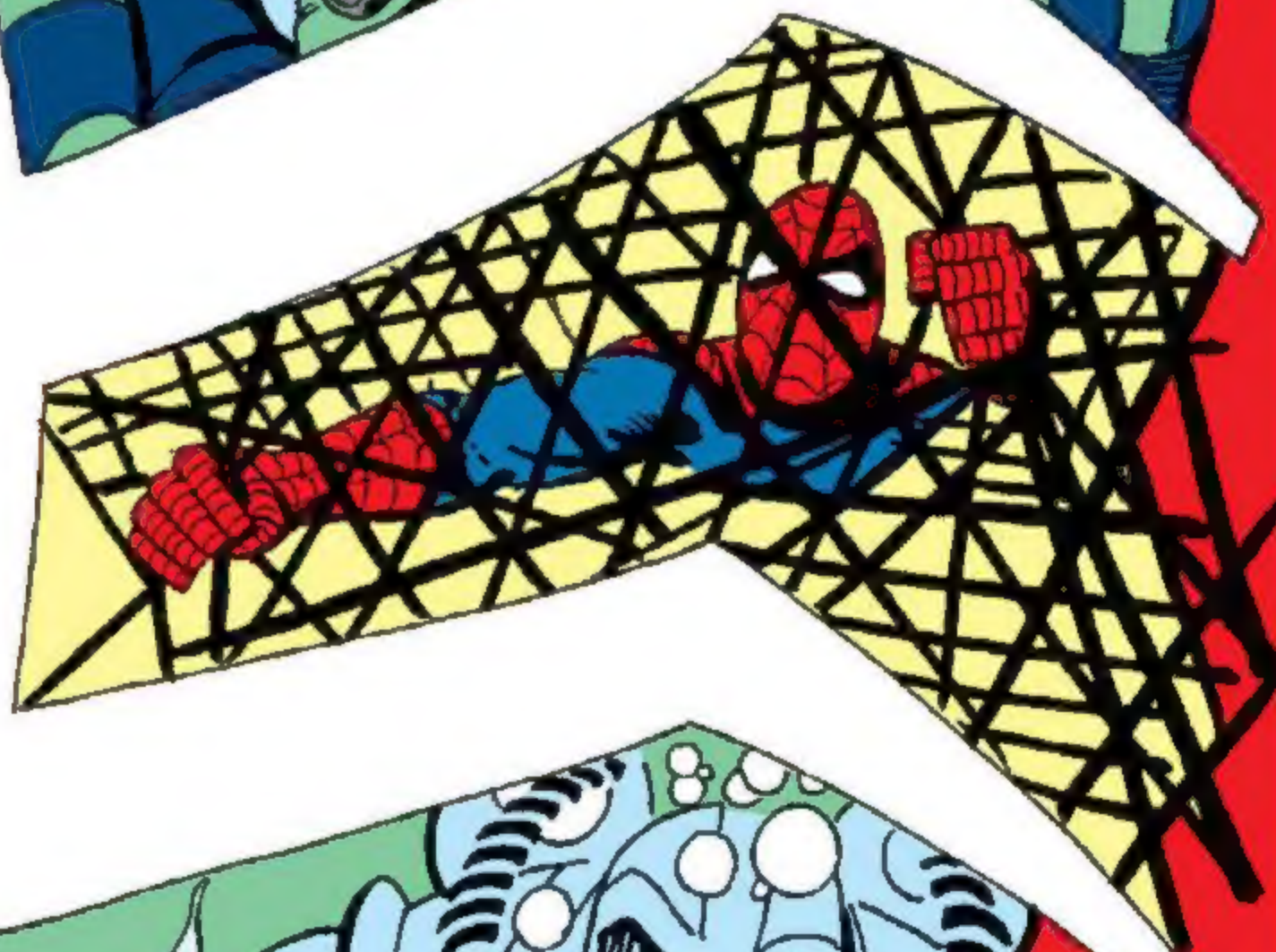
MARVEL
POP
ART
PRODUCTIONS

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

31
DEC

"IF THIS BE MY DESTINY..."



**DEDICATED TO YOU, THE
GREAT NEW MARVEL
BREED OF READER!**

The AMAZING SPIDER-MAN!

**"IF THIS
BE MY
DESTINY...!"**

A
NEW ERA IN
THE LIFE OF
SPIDER-MAN
IS ABOUT TO
BEGIN, AND YOU
SHALL LIVE IT
WITH HIM!



Masterful Script by: **STAN LEE**
Magnificent Artwork by: **STEVE DITKO**
Mellifluous Lettering by: **SAM ROSEN**

IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...

SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!

WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!

IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!

HEY! WHAT'S GOING ON...?? UHH... **KOFF** **KOFF**

A **GUARD!** ONE QUICK DOSE OF **SLEEP-GAS** WILL CURB HIS CURIOSITY!

ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!

BUT, DUE TO THE FACT THAT **ANOTHER** NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...

WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING **GOOD!**

SO THEIR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** WILL JUST TAG ALONG!

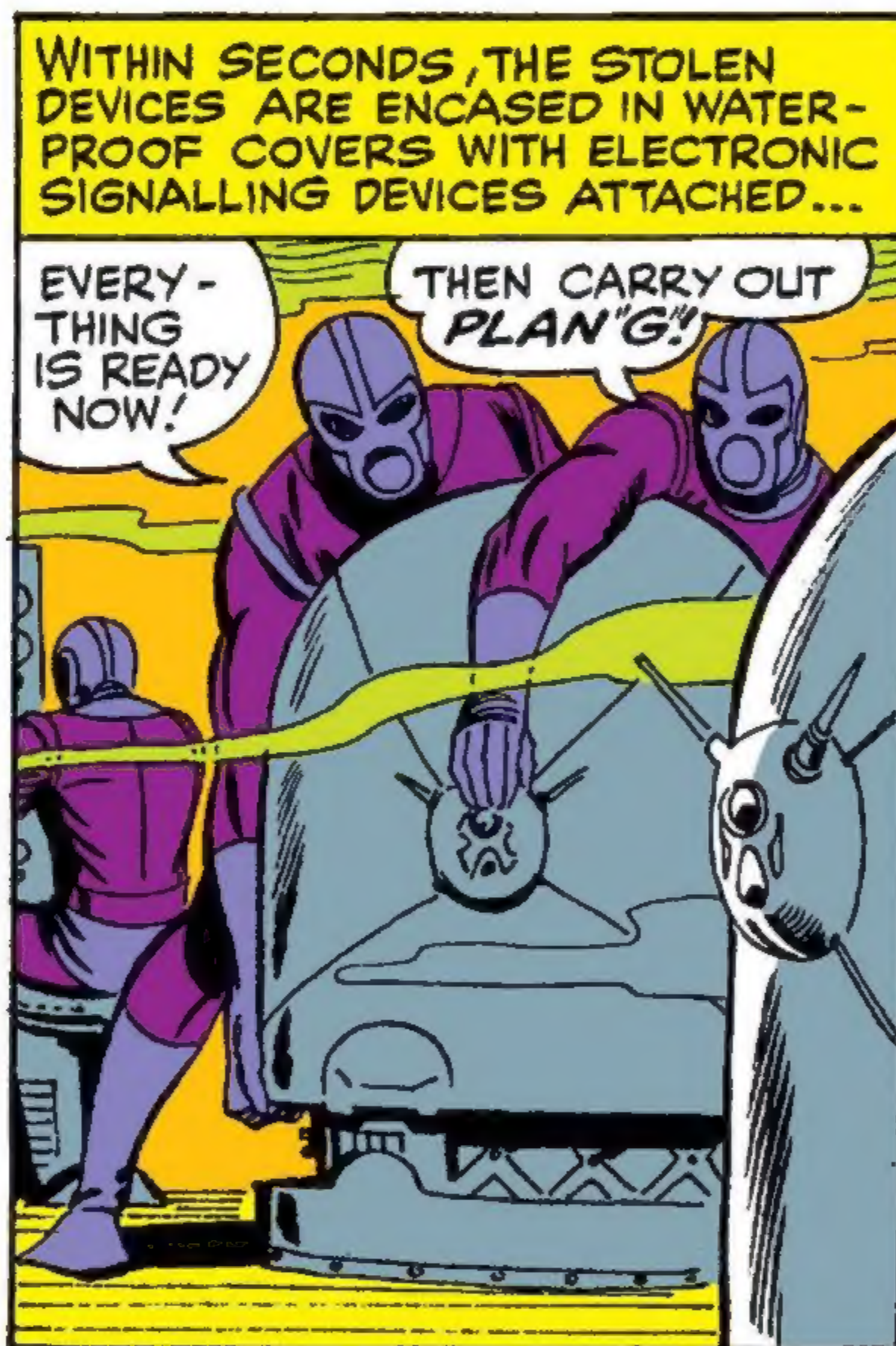
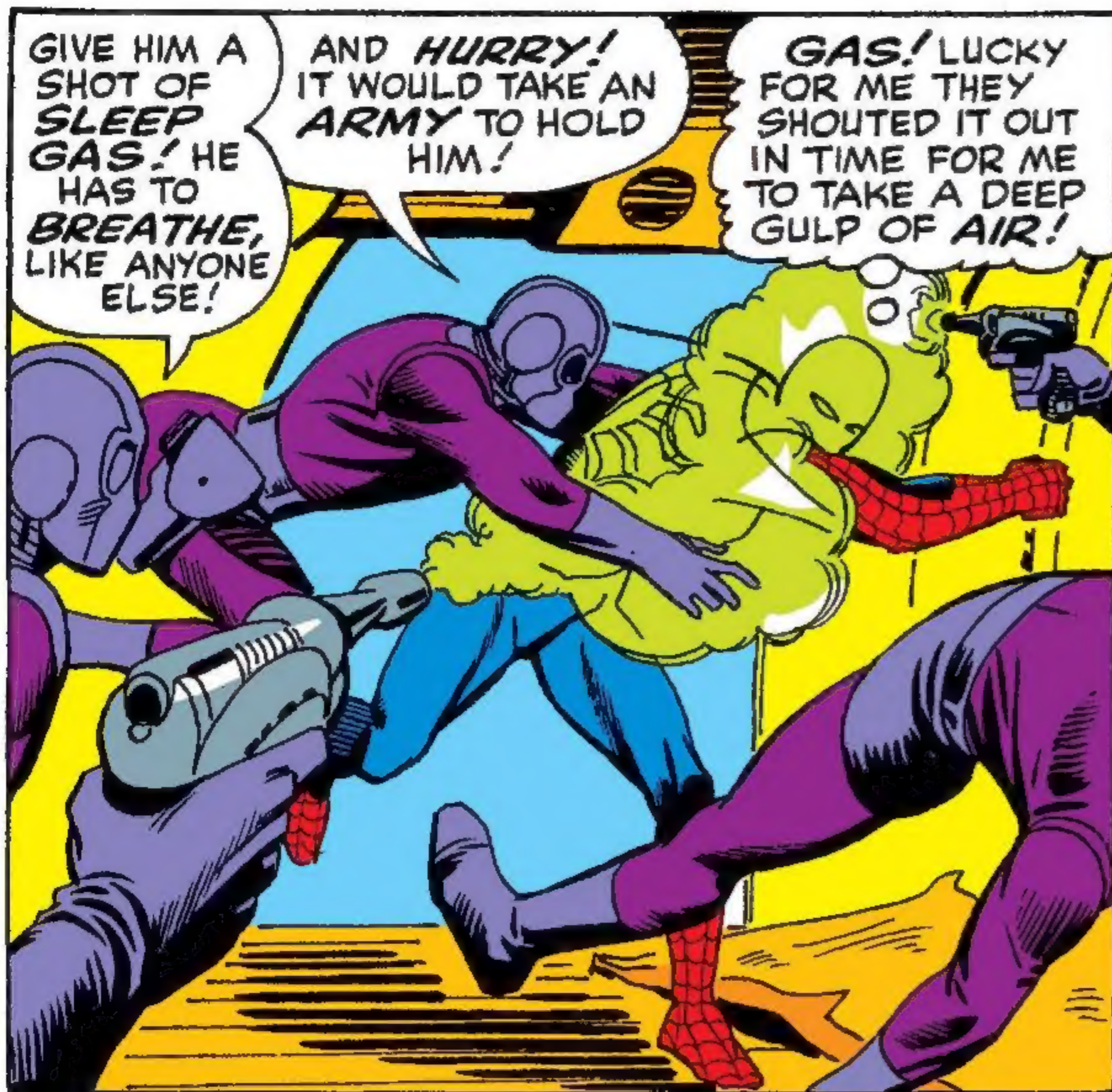
ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE **THIS** MUST BE REAL **OPERATORS!**

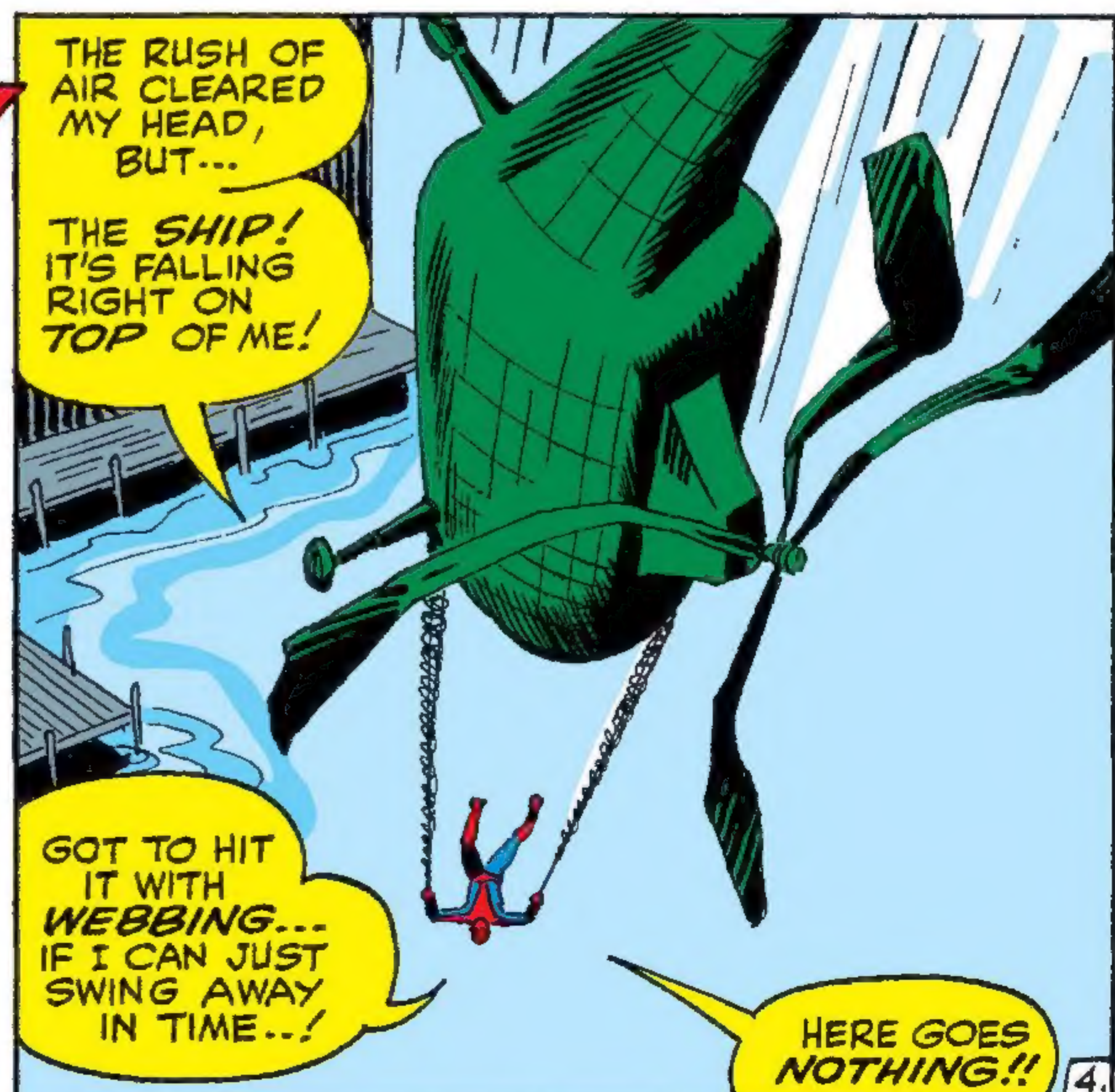
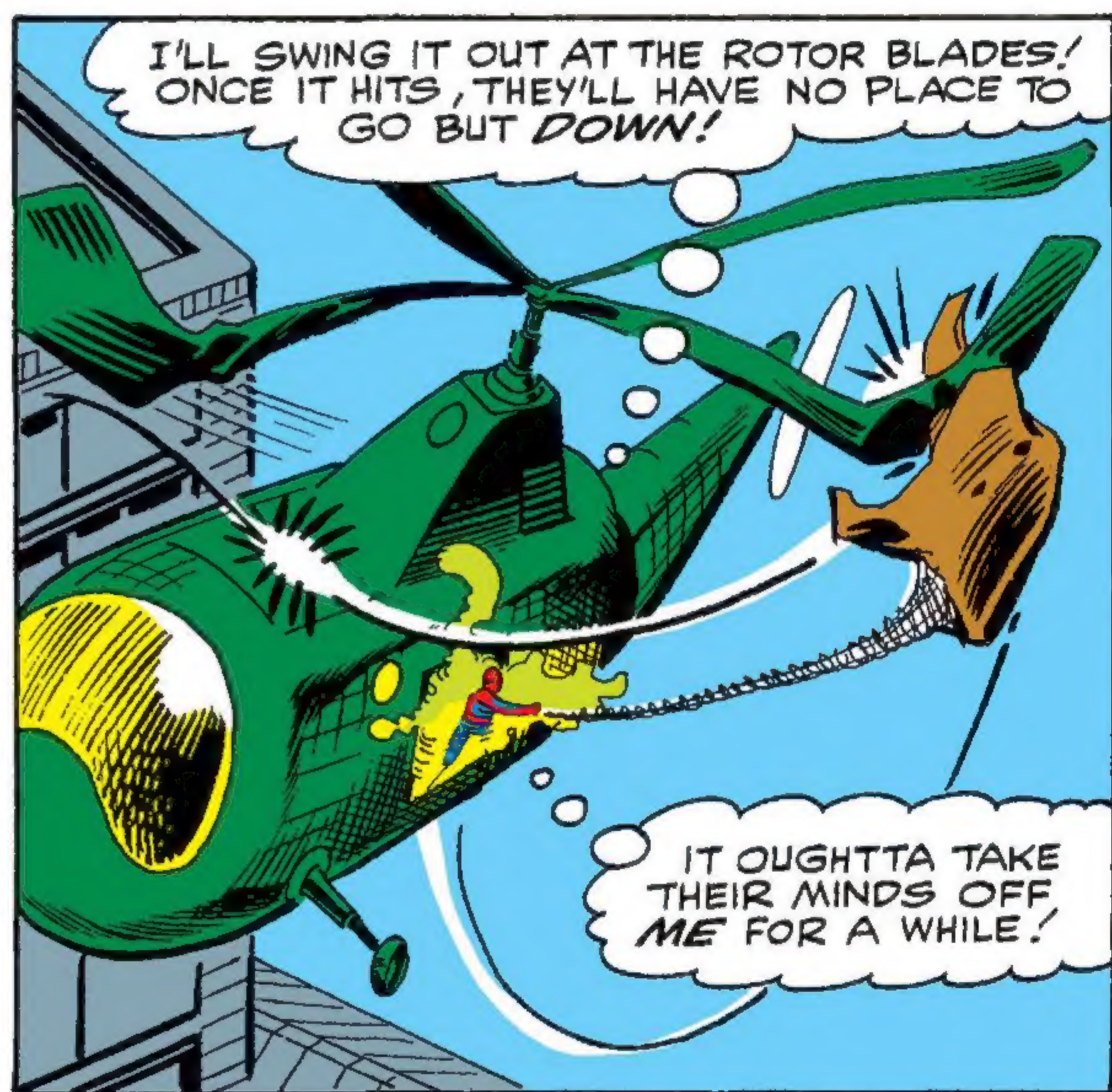
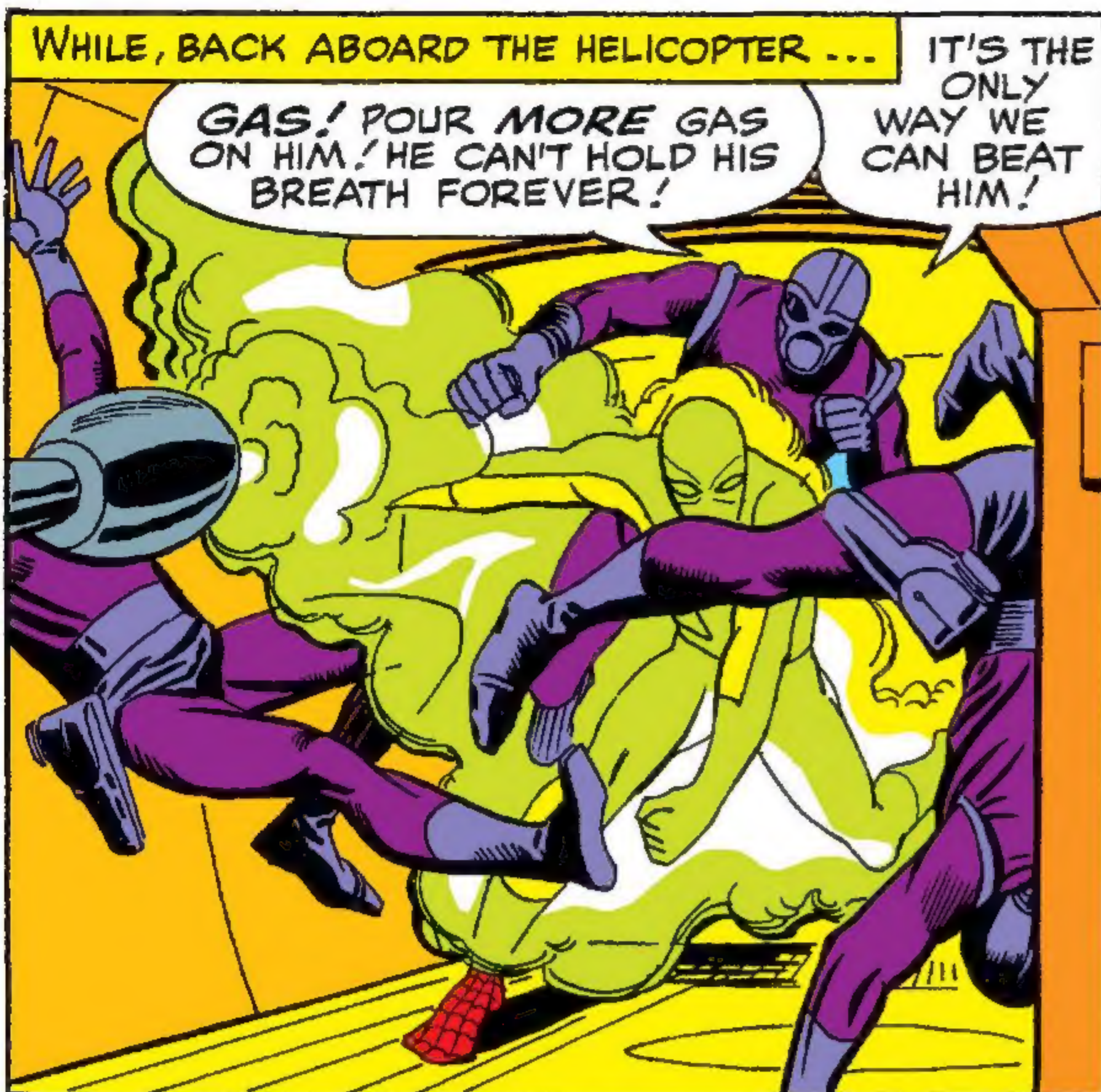
IT'S NICE TO KNOW I'M SWINGIN' IN THE **BIG TIME!**

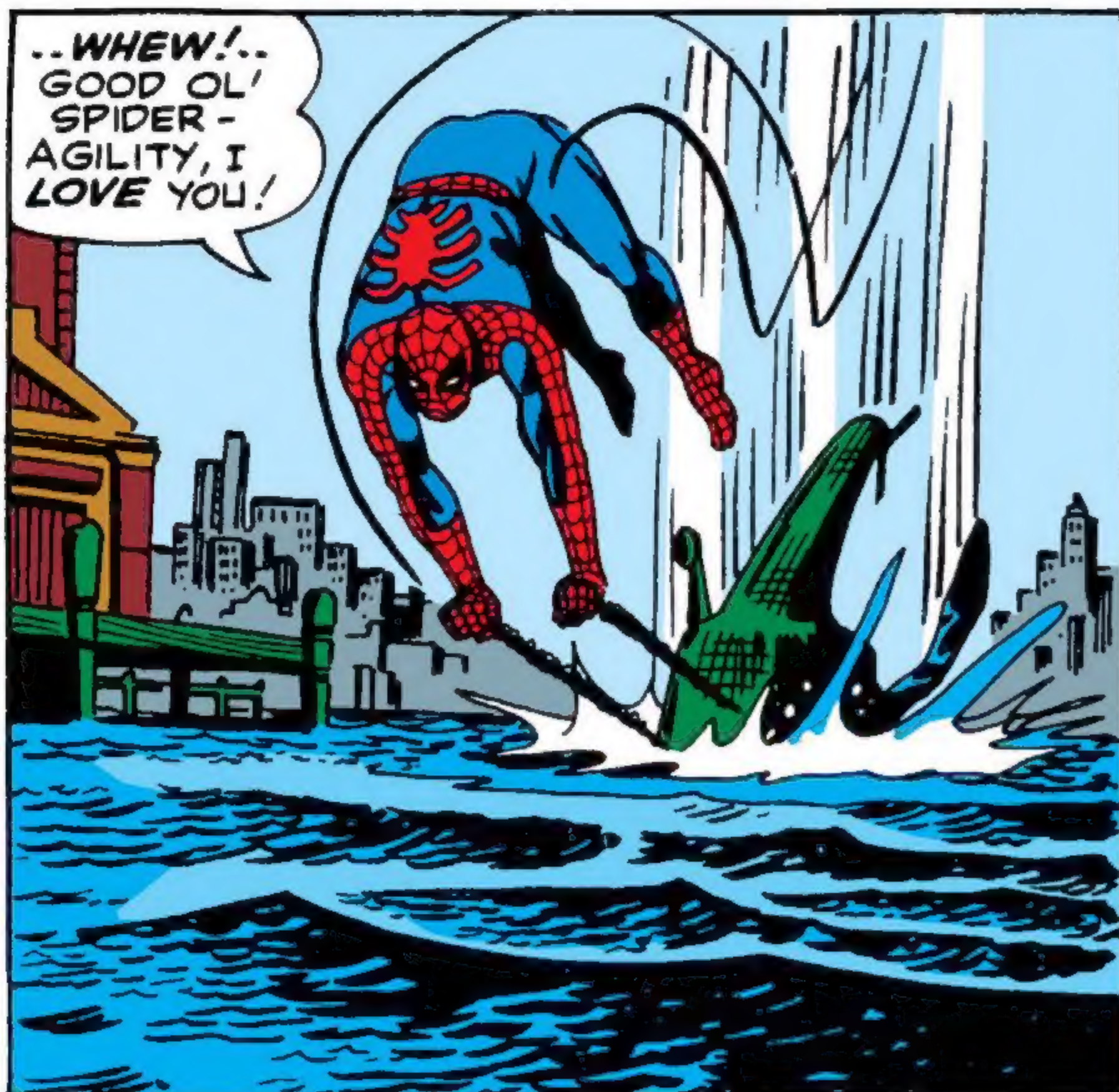
IT'S **SPIDER-MAN!** GIVE THE GENT A **CIGAR!** HE JUST SAID THE **MAGIC WORD!**

YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW **THIS TIME!**

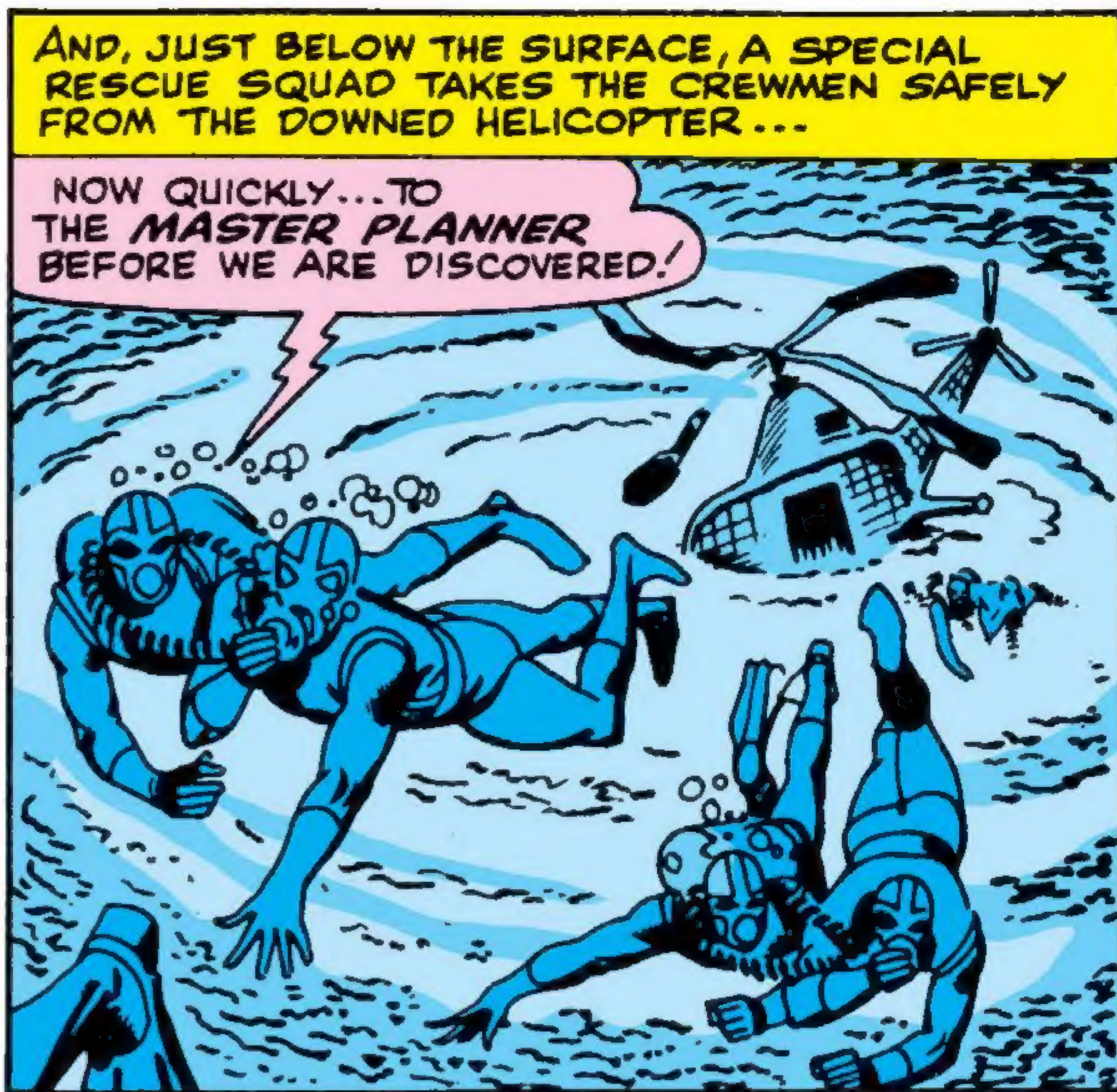
THOOM!







...WHEW!...
GOOD OL'
SPIDER-
AGILITY, I
LOVE YOU!



AND, JUST BELOW THE SURFACE, A SPECIAL
RESCUE SQUAD TAKES THE CREWMEN SAFELY
FROM THE DOWNED HELICOPTER...

NOW QUICKLY...TO
THE **MASTER PLANNER**
BEFORE WE ARE DISCOVERED!



THAT'S STRANGE! NO ONE'S
SURFACED YET! THEY MAY
STILL BE TRAPPED INSIDE THE
SINKING PLANE!

I CAN'T
JUST LET
THEM
DROWN..

EVEN
THOUGH
THEY
PROBABLY
DESERVE
TO!



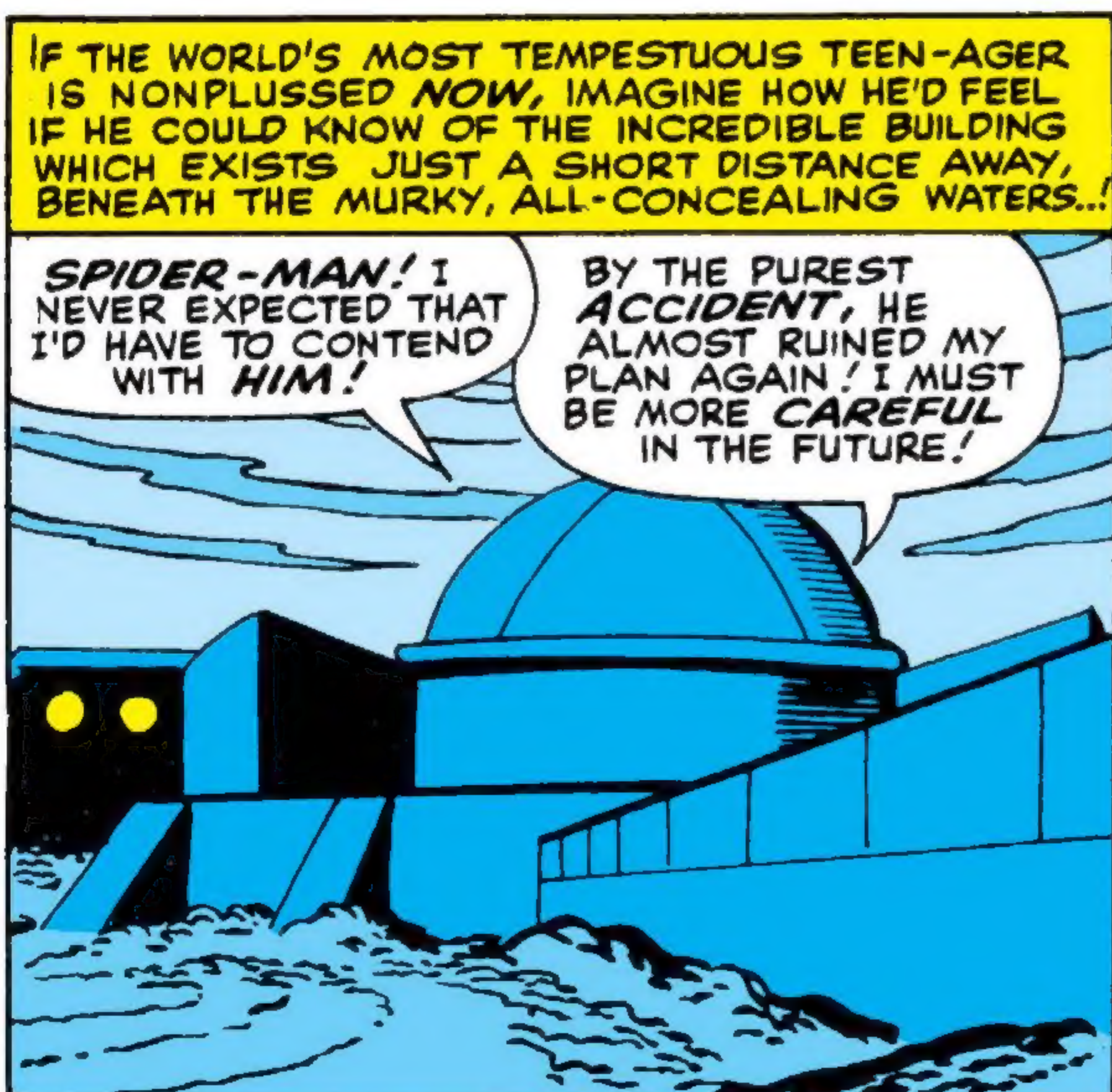
BUT, SECONDS LATER...

I DON'T
GET IT! IT'S
COMPLETELY
EMPTY!



NOW I'VE SEEN
EVERYTHING! I
KNOW I DIDN'T
JUST **DREAM** THE
WHOLE THING...
AND YET.. WHERE
COULD THEY HAVE
GONE?

I THOUGHT I
WAS SUPPOSED
TO BE THE
MYSTERY
MAN AROUND
HERE!



IF THE WORLD'S MOST TEMPESTUOUS TEEN-AGER
IS NONPLUSSSED **NOW**, IMAGINE HOW HE'D FEEL
IF HE COULD KNOW OF THE INCREDIBLE BUILDING
WHICH EXISTS JUST A SHORT DISTANCE AWAY,
BENEATH THE MURKY, ALL-CONCEALING WATERS...!

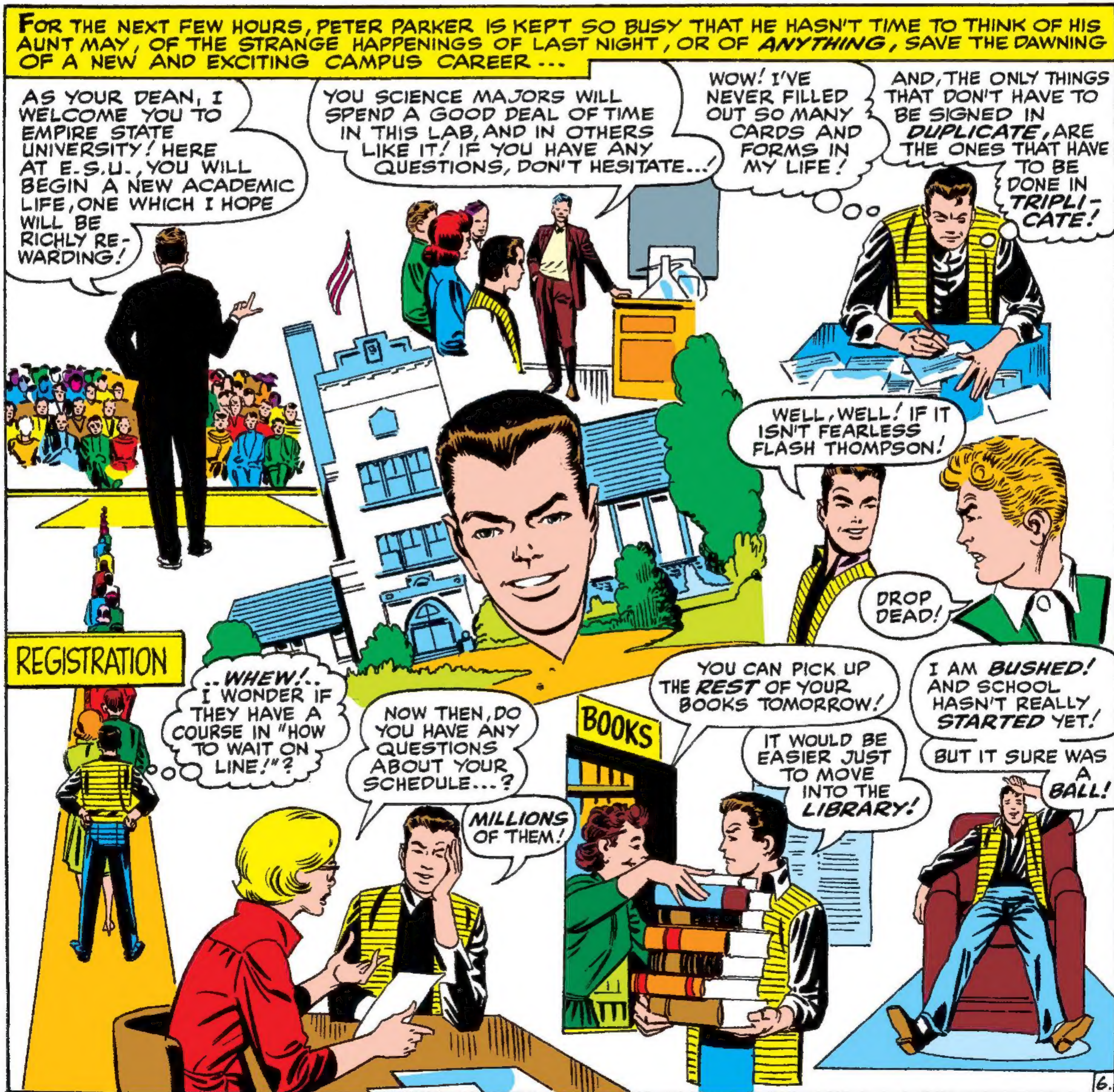
SPIDER-MAN! I
NEVER EXPECTED THAT
I'D HAVE TO CONTEND
WITH **HIM!**

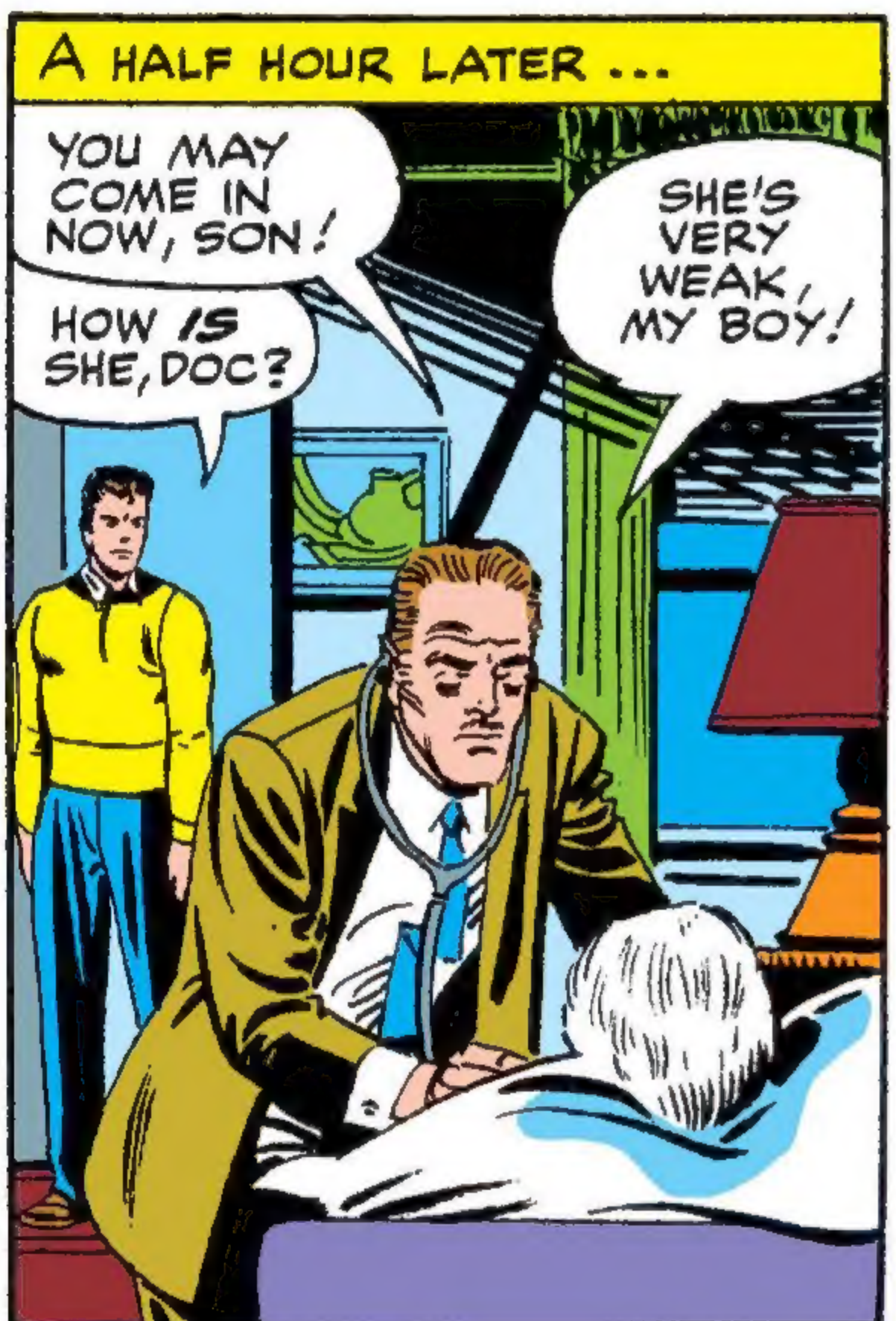
BY THE PUREST
ACCIDENT, HE
ALMOST RUINED MY
PLAN AGAIN! I MUST
BE MORE **CAREFUL**
IN THE FUTURE!



IT IS VITALLY IMPORTANT THAT **NONE**
SUSPECT WHO I AM, NOR WHAT MY
PURPOSE IS UNTIL MY PLANS HAVE
ALL BEEN **COMPLETED!**

AND THEN, IT WILL BE
TOO LATE FOR **ANY-**
ONE TO STOP ME!







OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE! BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...

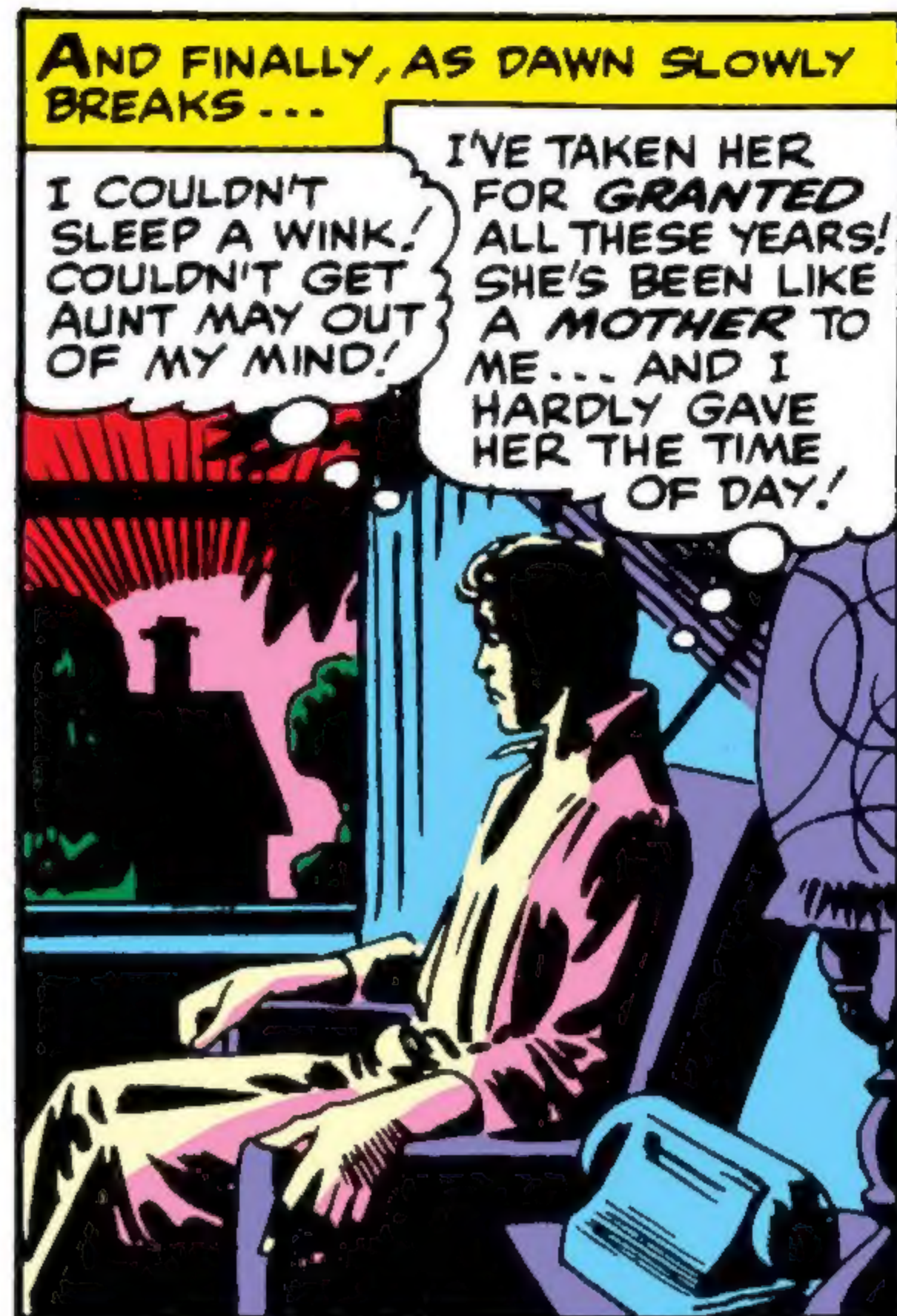
SHE'S STARTING TO DOZE NOW! GOOD!



AND THEN...

SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!

I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!



AND FINALLY, AS DAWN SLOWLY BREAKS...

I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!

I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!



THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...

IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!



WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...

HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!

THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!

YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!



DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?

WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!



BUT THEN...

OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!

ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT!

HE LOOKS LIKE ANY OTHER FROSH TO ME!



WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!

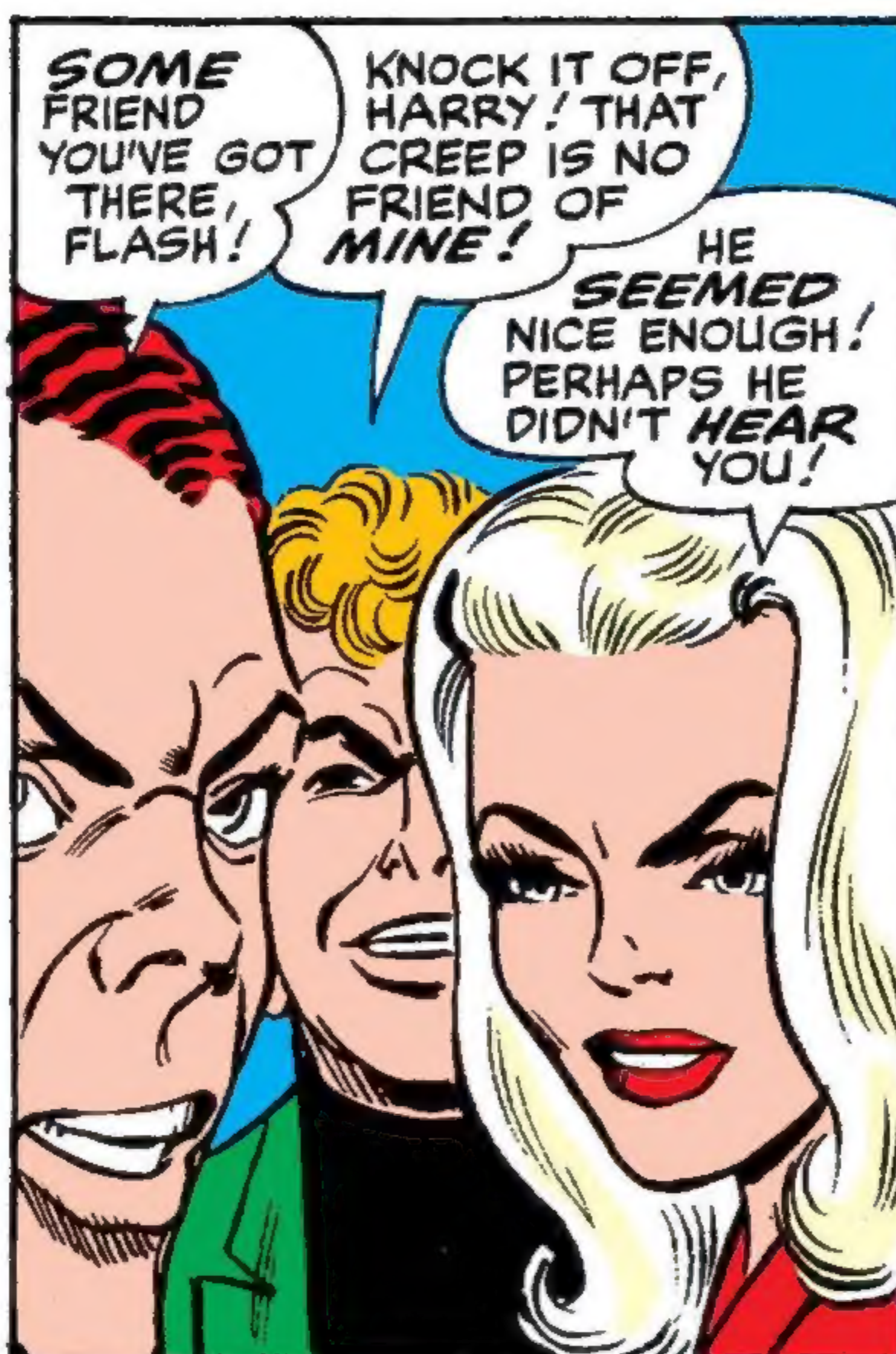
HEY, PARKER... C'MERE! I WANNA TALK TO YOU!

HE DOESN'T SEEM TO HEAR YOU!



HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!

THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!



SOME FRIEND YOU'VE GOT THERE, FLASH!

KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!

HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!



AND, AS THE FIRST CLASS BEGINS...

HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER... AND VERY ATTRACTIVE!

I'VE GOT TO TRY TO FORGET AUNT MAY... AND CONCENTRATE ON THE PROF!



THEN, BETWEEN CLASSES...

THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!

HI, PETE! HOW'S IT GOIN'?

THERE'S JUST TIME FOR ONE PHONE CALL!



WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!

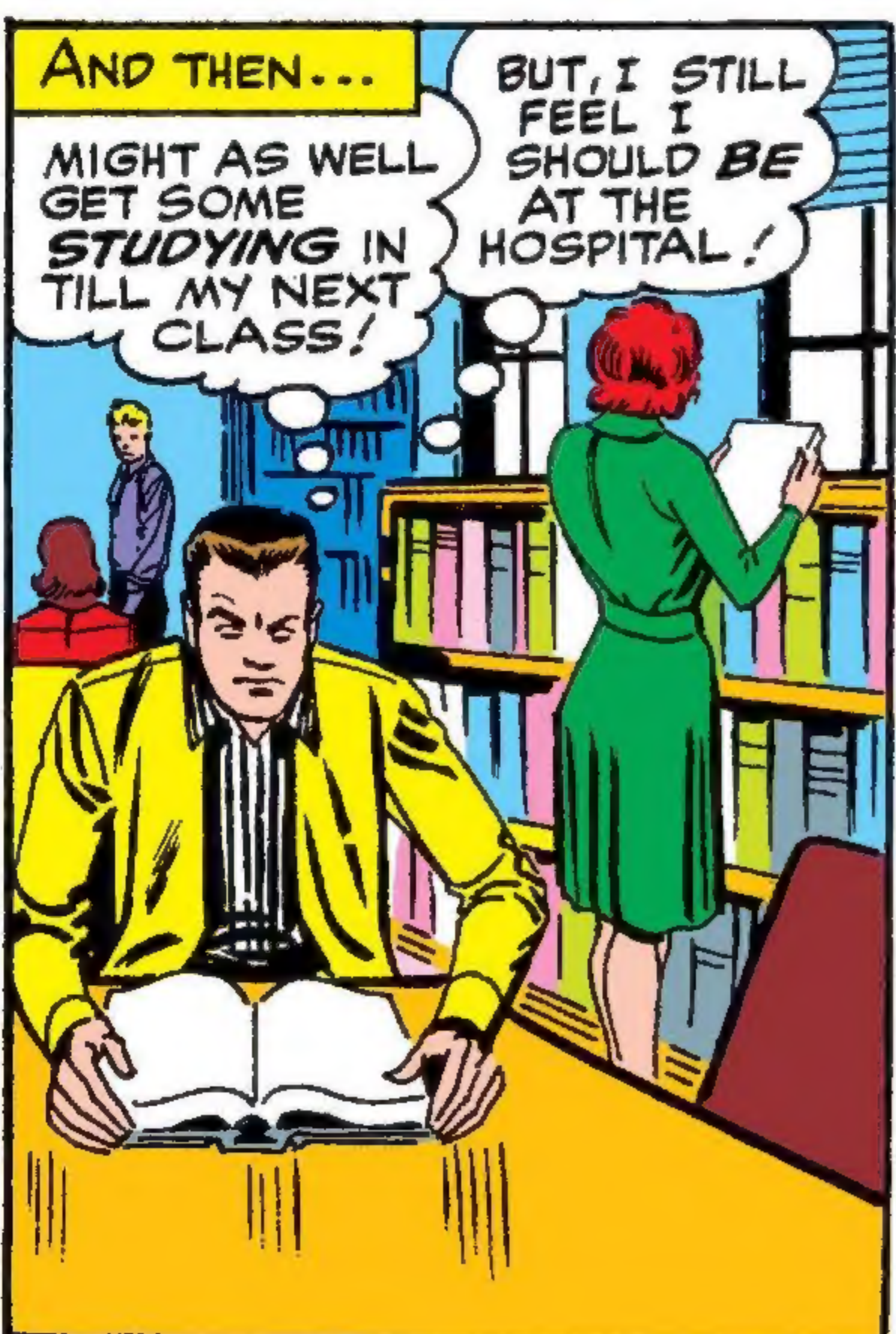
IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!

HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!



WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...

STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!



AND THEN...

MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!

BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!



IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!



AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!

LATER, IN THE CHEM LAB...

IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG, IT'S A SWELL-HEAD WHO THINKS HE'S BETTER'N ANYONE ELSE!

THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN...! I'VE GOT TO SHUT EVERYTHING ELSE OUT!

LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?

I THINK WE SHOULD MIND OUR OWN BUSINESS!

AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN ASKING FOR IT!

IT WON'T BE ANYTHING **SERIOUS!** IT'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!

I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!

FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH **THAT!**

NOW YOU DISTRACT HIM WHILE I DO THE REST, GWEN!

I STILL CAN'T HELP FEELING ATTRACTED TO HIM!

WELL, I GUESS I CAN'T BACK OUT **NOW!**

PETE!

PETE! DON'T YOU HEAR ME?

PERHAPS I SHOULD GET AUNT MAY **ANOTHER** DOCTOR... A SPECIALIST!

THIS IS **GREAT!** HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN HAVE TO DISTRACT HIM!

PETER PARKER! I ASKED IF I COULD BORROW YOUR **PEN!!**

HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!

I'VE NEVER MET A BOY LIKE HIM! HE DIDN'T EVEN GIVE ME A **GLANCE!**

THANK YOU VERY **MUCH,** MISTER PARKER, BUT I CHANGED MY **MIND!**

JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!



THE CHEMICALS *IGNITED!*
BUT, THAT'S *IMPOSSIBLE!*
THEY *COULDN'T* HAVE!
THEY WERE ALL
COMPLETELY *STABLE!*



PARKER! THIS LAB IS NO PLACE
FOR EXHIBITIONS! EVEN THOUGH
YOU *DID* WIN A SCIENCE
SCHOLARSHIP, YOU WILL CONFIN
YOURSELF TO THE EXPERIMENTS
AT *HAND!*

IS THAT
QUITE
CLEAR?

YES
SIR!
I-I'M
SORRY--!

HE THINKS
I DID IT
PURPOSELY!
BUT, HOW *DID*
IT HAPPEN?



IT
WORKED
BETTER
THAN I
THOUGHT!
THIS'LL
TAKE THAT
SWELL-
HEAD
DOWN A
PEG!

IT WAS
JUST
SUPPOSED
TO BE A
JOKES! I
DIDN'T
WANT TO
GET ANY-
ONE IN
TROUBLE
WITH THE
PROF!

AWW, DON'T
LOSE ANY
SLEEP
OVER IT,
GWEN! IT
COULDN'T
HAVE
HAPPENED
TO A NICER
GUY!



TELL YOU WHAT,
DOLL-- IF IT'LL
MAKE YOU FEEL
BETTER, WE'LL
INVITE HIM FOR
A COKE AFTER
CLASS! HOW'S
THAT?

IT'S THE *LEAST*
WE CAN DO! WE
HAD NO RIGHT
TO GET
PROFESSOR
WARREN DOWN
ON HIM!

I'VE NEVER MADE
A BONEHEAD
MISTAKE LIKE
THAT IN AN
EXPERIMENT
BEFORE! I MUST
HAVE BEEN
DAY-DREAMING!

DAY-
DREAMING,
MY *FOOT!*
I JUST CAN'T
GET POOR
AUNT MAY OUT
OF MY MIND, THAT'S
ALL!



THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...

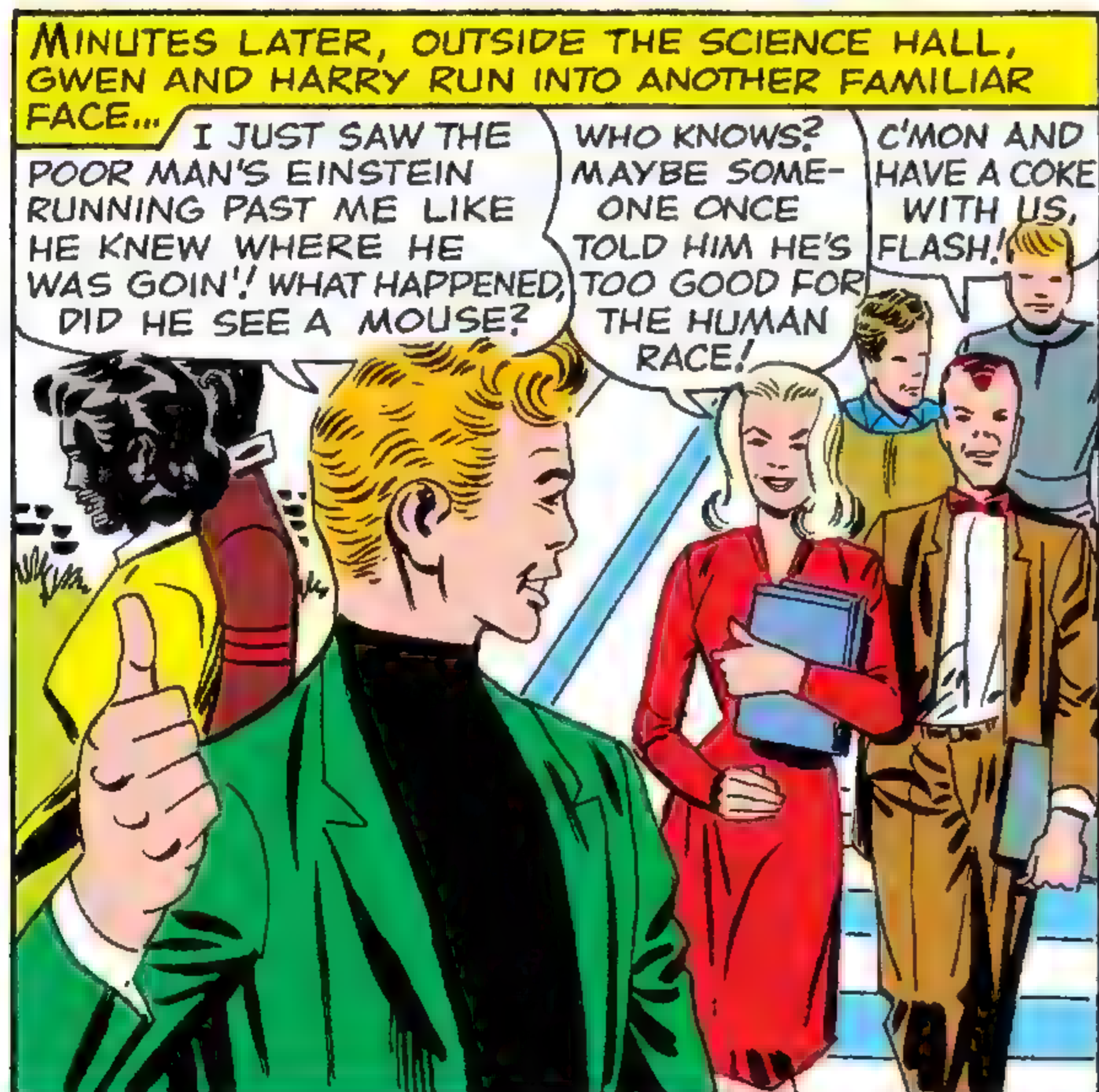
HEY, PARKER
--THE GANG'S
GOING ACROSS
THE STREET
FOR SOME
SODAS! HOW
ABOUT--?

SORRY, I *CAN'T!*
I'VE GOT TO
RUSH NOW!

WELL,
GWEN,
WE
TRIED!
GOT ANY
OTHER
SUGGES-
TIONS?

I JUST
DON'T
*UNDER-
STAND*
HIM,
HARRY!

BOY!
HOW UN-
SOCIAL
CAN YOU
BE?

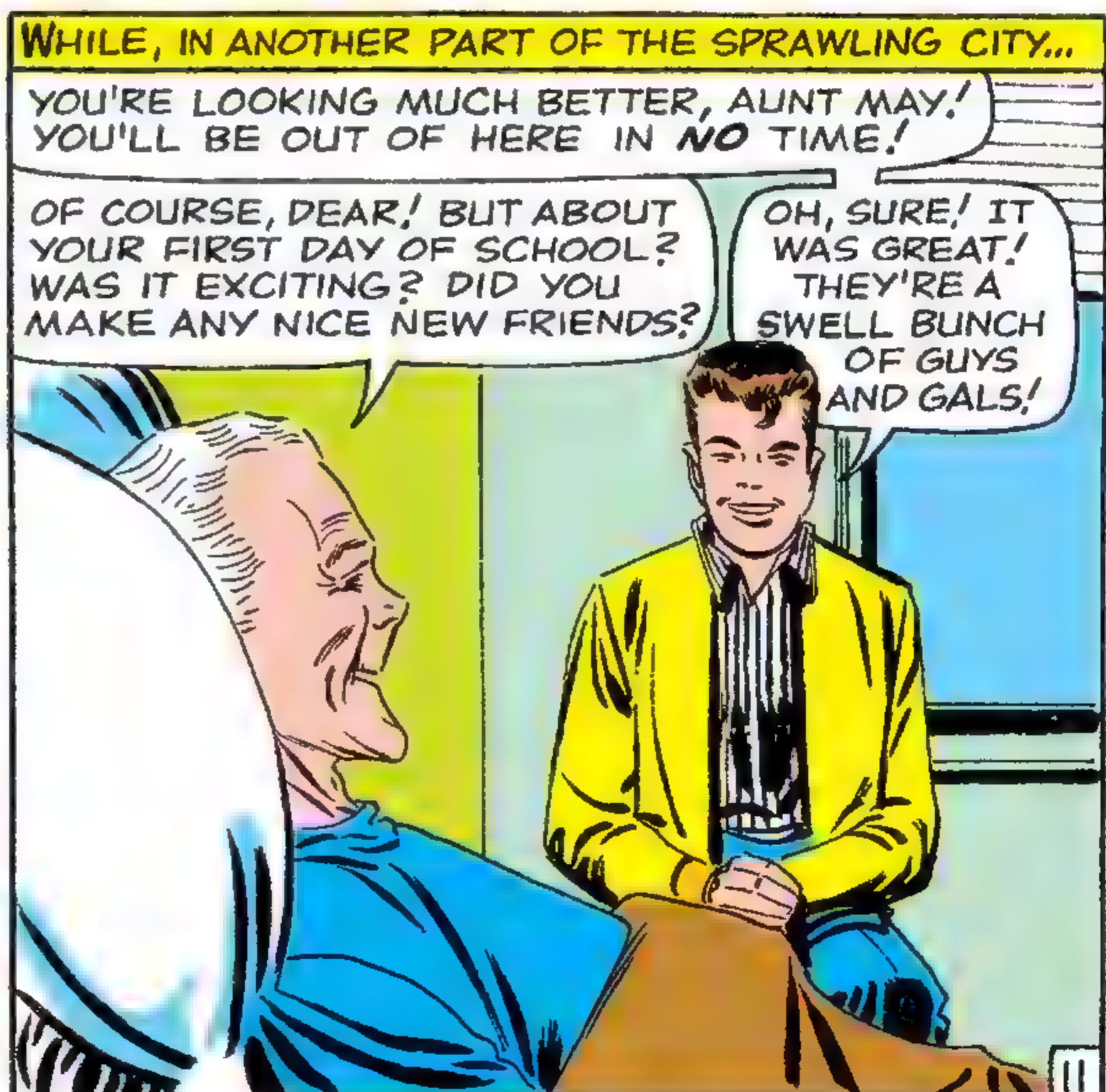


MINUTES LATER, OUTSIDE THE SCIENCE HALL,
GWEN AND HARRY RUN INTO ANOTHER FAMILIAR
FACE...

I JUST SAW THE
POOR MAN'S EINSTEIN
RUNNING PAST ME LIKE
HE KNEW WHERE HE
WAS GOIN'! WHAT HAPPENED,
DID HE SEE A MOUSE?

WHO KNOWS?
MAYBE SOME-
ONE ONCE
TOLD HIM HE'S
TOO GOOD FOR
THE HUMAN
RACE!

C'MON AND
HAVE A COKE
WITH US,
FLASH!



WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY!
YOU'LL BE OUT OF HERE IN *NO* TIME!

OF COURSE, DEAR! BUT ABOUT
YOUR FIRST DAY OF SCHOOL?
WAS IT EXCITING? DID YOU
MAKE ANY NICE NEW FRIENDS?

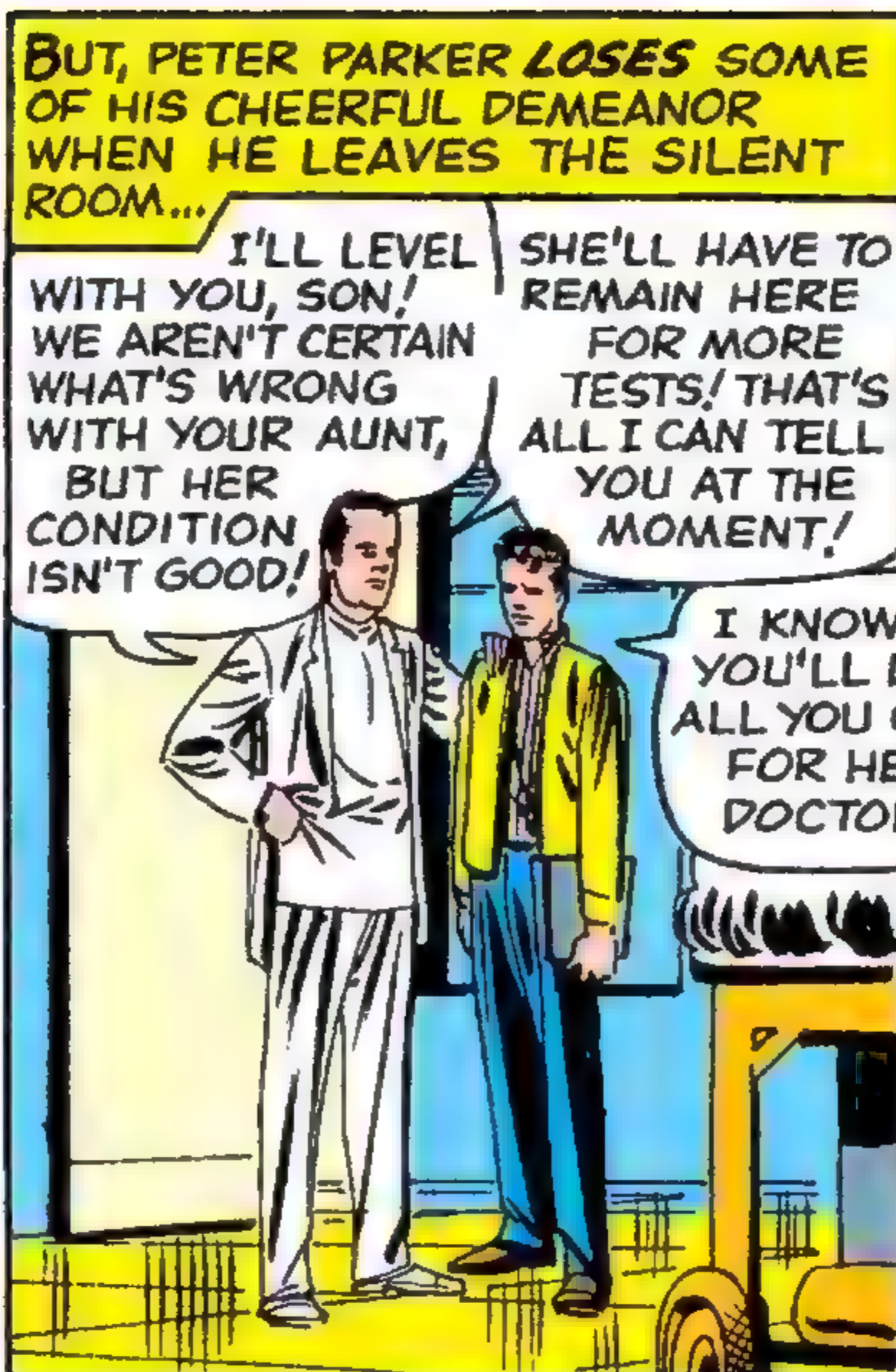
OH, SURE! IT
WAS GREAT!
THEY'RE A
SWELL BUNCH
OF GUYS
AND GALS!



VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!

SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?



BUT, PETER PARKER **LOSES** SOME OF HIS CHEERFUL DEemeanOR WHEN HE LEAVES THE SILENT ROOM...

I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!

SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!

I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!



OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!

I UNDERSTAND, SIR...

BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!

SURE, DOC --!

BEING **CHEERFUL** WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!



LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE **KNOWN** THERE'D BE NOTHING BUT **BILLS** AT A TIME LIKE THIS!

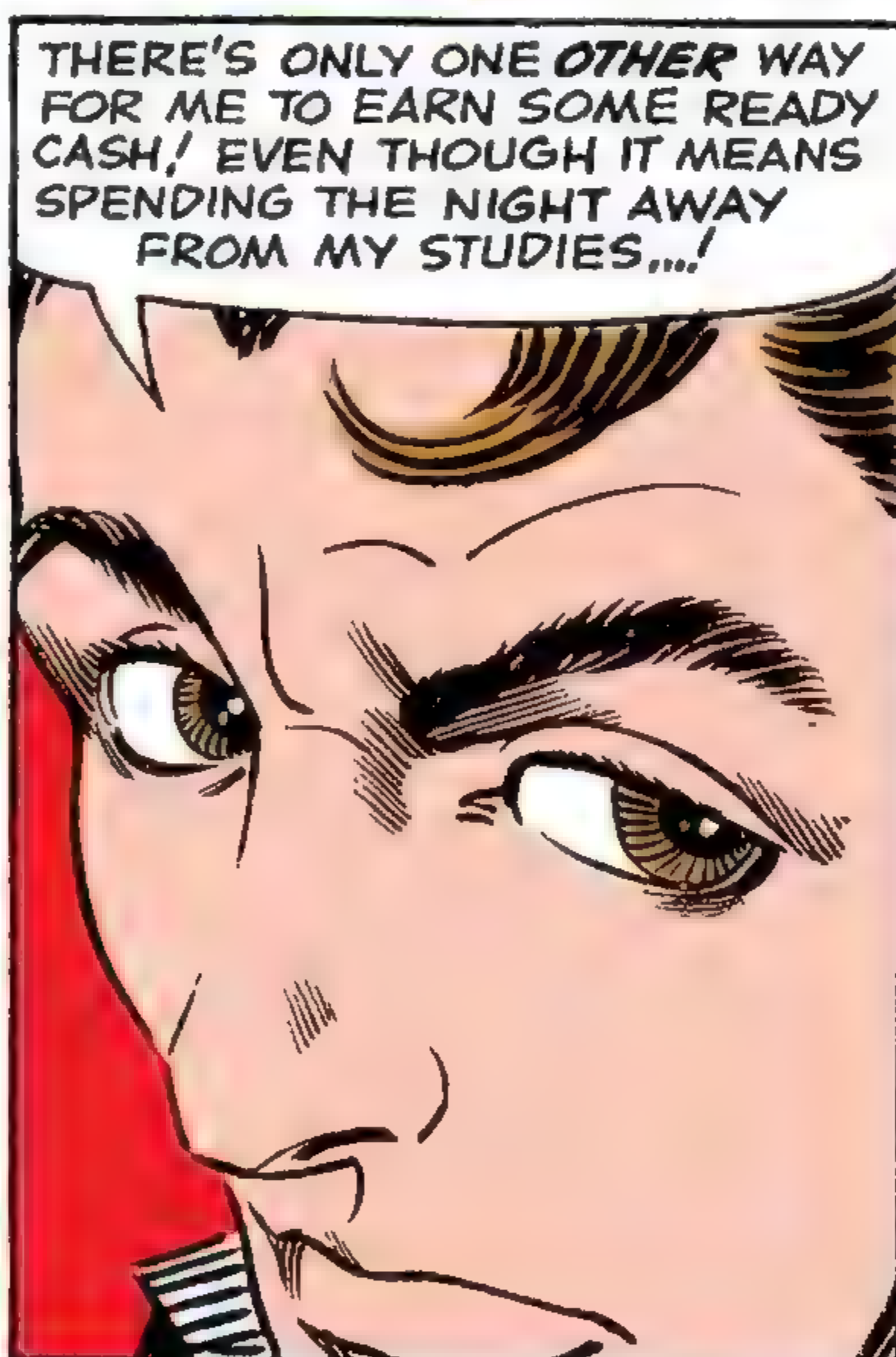
JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!



MAYBE I OUGHT TO **FORGET** ABOUT COLLEGE! EVEN THOUGH MY SCHOLARSHIP PAYS THE TUITION, I **STILL** CAN'T AFFORD IT!

IF I COULD GET A FULL-TIME JOB--BRING IN SOME **REAL** MONEY--**THAT'S** WHAT WE NEED!

BUT--THAT WOULD **REALLY** BREAK AUNT MAY'S HEART!



THERE'S ONLY ONE **OTHER** WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!



AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF **SPIDER-MAN** SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADY WRAITH...

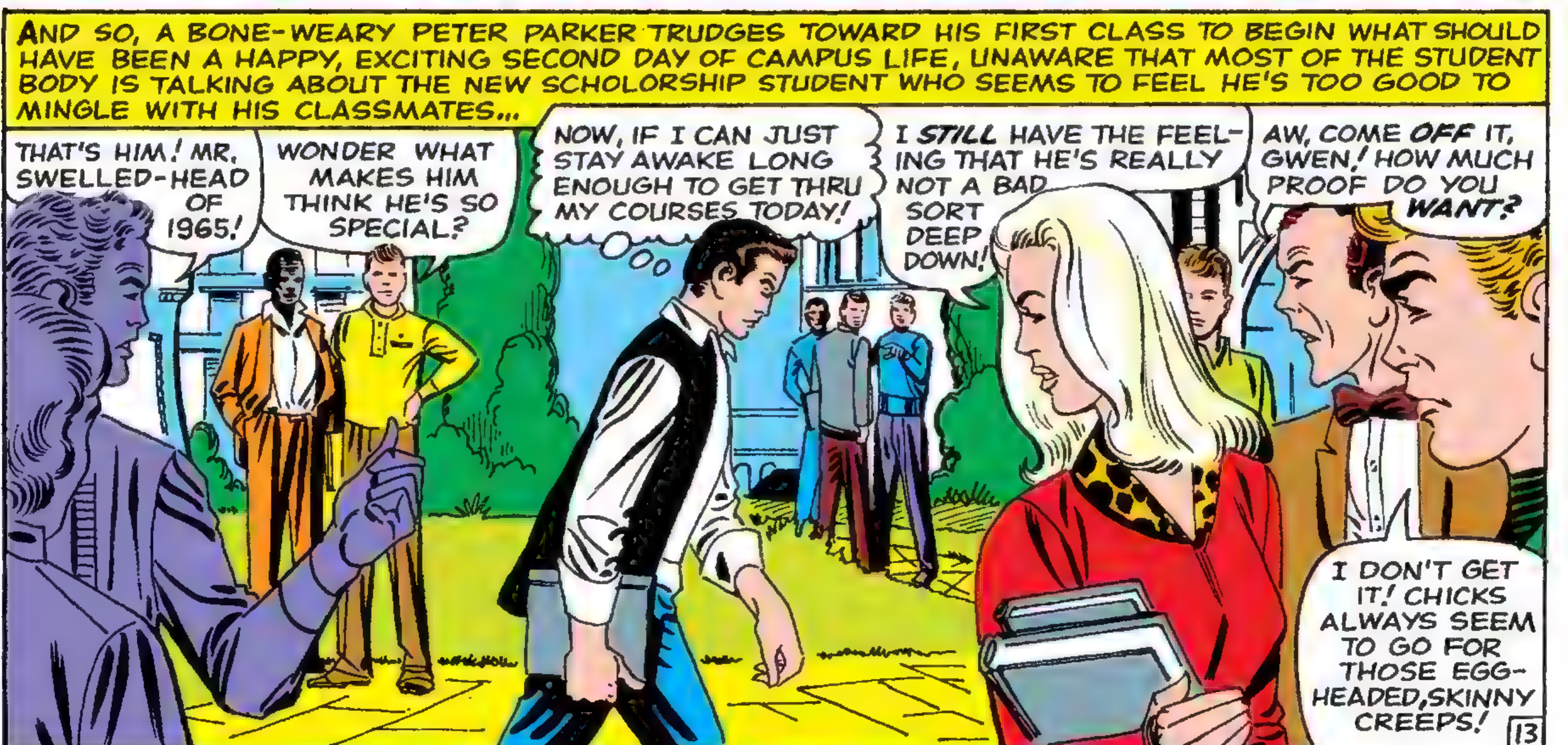
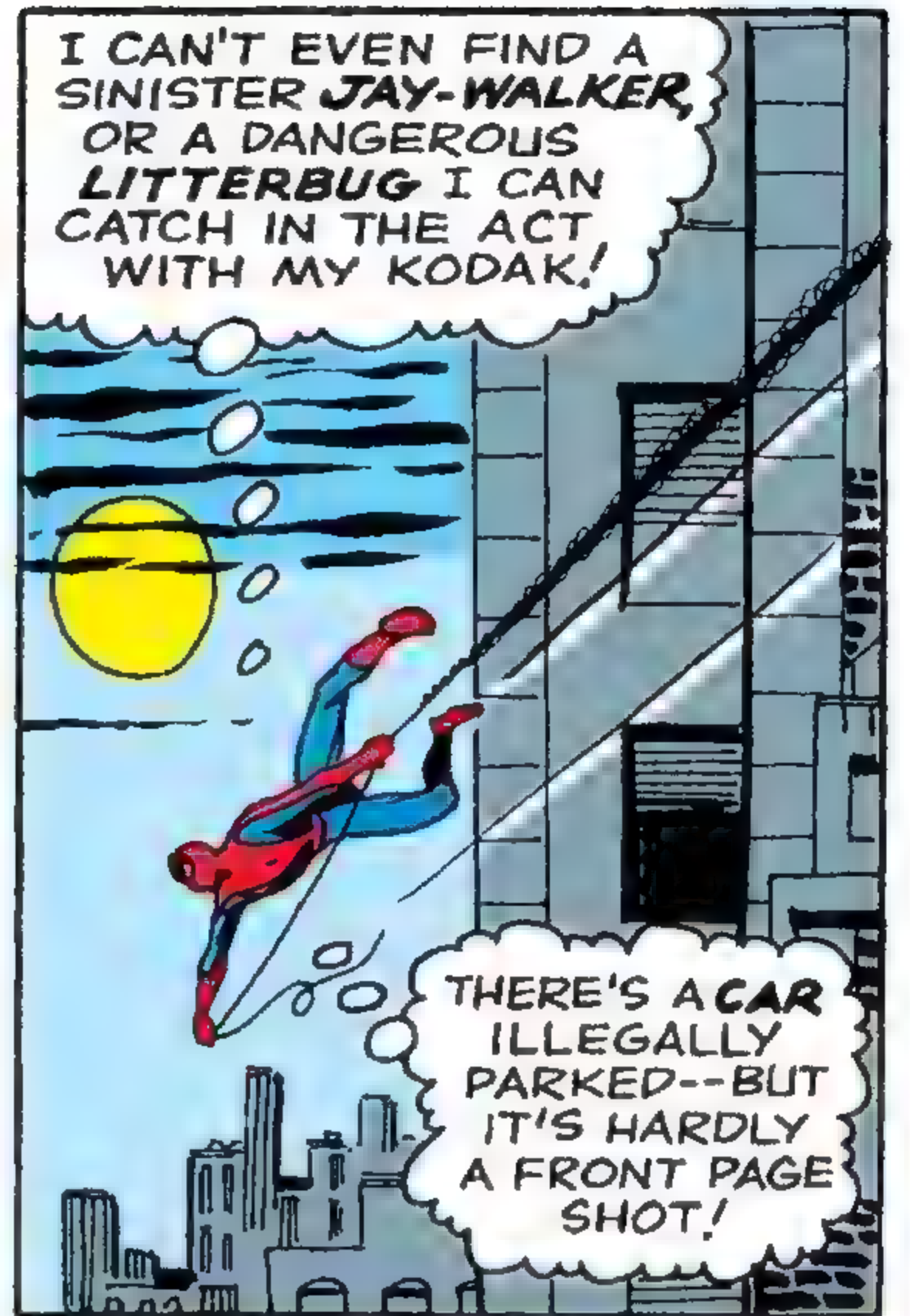
MY BELT-CAMERA IS LOADED AND READY!

NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!



IF I FIND SOMETHING THAT I CAN SELL TO THE **DAILY BUGLE** EARLY ENOUGH, I'LL **STILL** BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!

BUT, I'VE NEVER SEEN THE CITY MORE **QUIET**...!



BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I CAN'T SELL A NEWSPAPER WITHOUT NEWS? WHY DOESN'T SOMETHING HAPPEN??!



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!



FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!

DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!

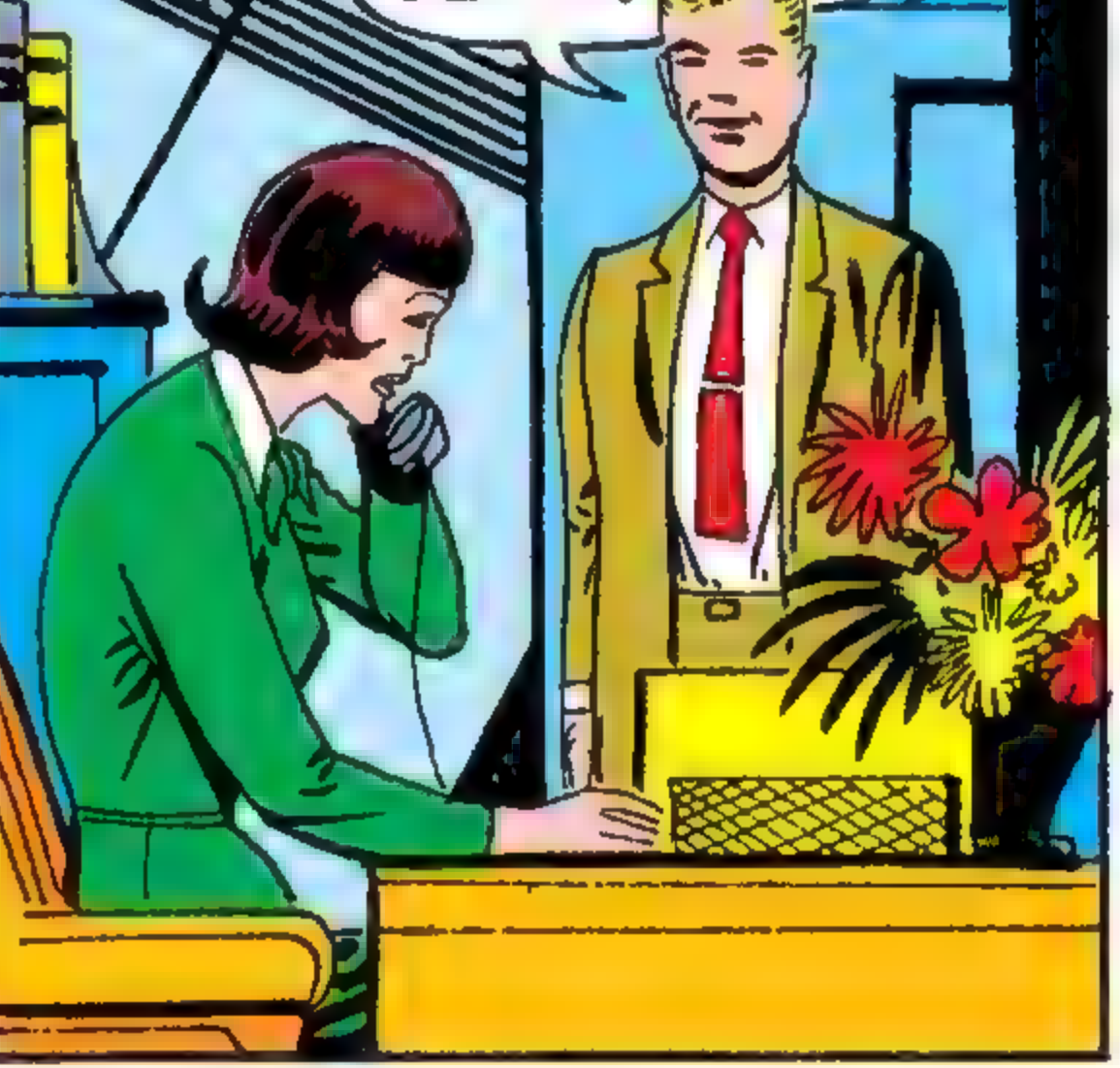


WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED! I'VE BEEN WANTING TO TALK TO YOU, BETTY!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!



AND WHAT OF THE MAN CALLED **PATCH**? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET-- **TOO** QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A **STORM**!



BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO YOU, MATE?



THAT CHARACTER TALKING TO THE SEAMAN IS **FOXY BRIGGS**! HE'S ONLY CURIOUS ABOUT **ONE** THING --**ROBBERY**!

THIS MAY BE THE LEAD I'VE BEEN LOOKING FOR!



THUS, WHEN **FOXY BRIGGS** LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT STAY **TOO** CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!



BUT, WHEN "**PATCH**" TURNS A CORNER...

I **LOST** HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!



NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED-- I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!



HONEST TO GOSH-- WE **DIDN'T** FORGET ABOUT **SPIDER-MAN**! YOU'LL SEE HIM REAL SOON-- WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!



AND THAT'S A CHALLENGE NO GIRL CAN RESIST!

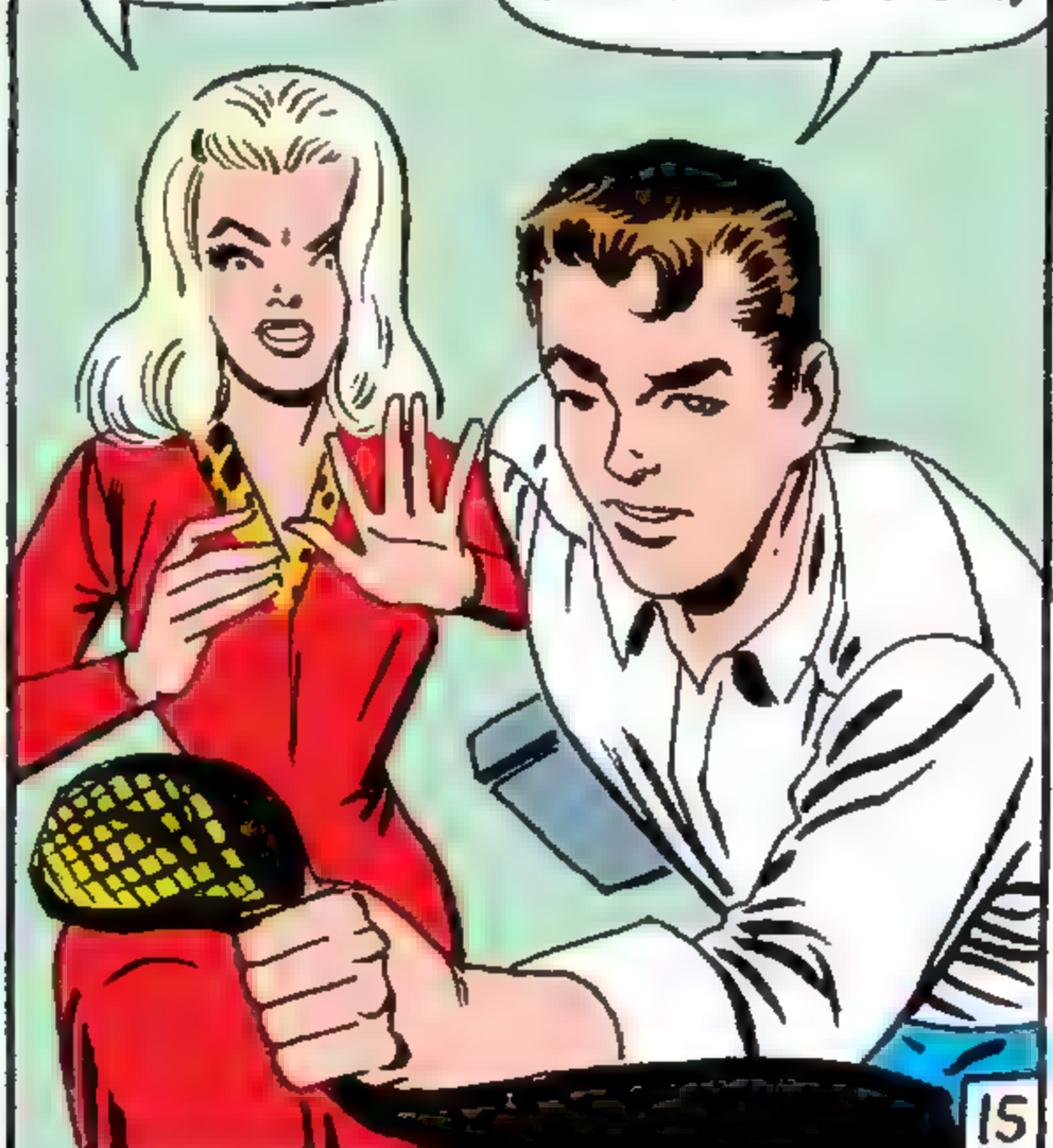
HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

IF I GET TO THE HOSPITAL **EARLIER**, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!



HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M AWFULLY SORRY! YOU'LL HAVE TO **EXCUSE** ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!



WHY--THE UNMITIGATED *NERVE* OF HIM!

NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO *REGRET* THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF COURSE I AM! YOU JUST WORRY ABOUT *YOURSELF*, AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I-I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF *SPIDER-MAN* SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...

I JUST *HAVE* TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL *GONE*!

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...

A FLASHING LIGHT DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO *SIGNAL* ME!

MIGHT BE A *TRAP*-- BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE *KNOWS* ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR *HELP*!

SORRY, MISTER! I'M FLAT BROKE MYSELF!

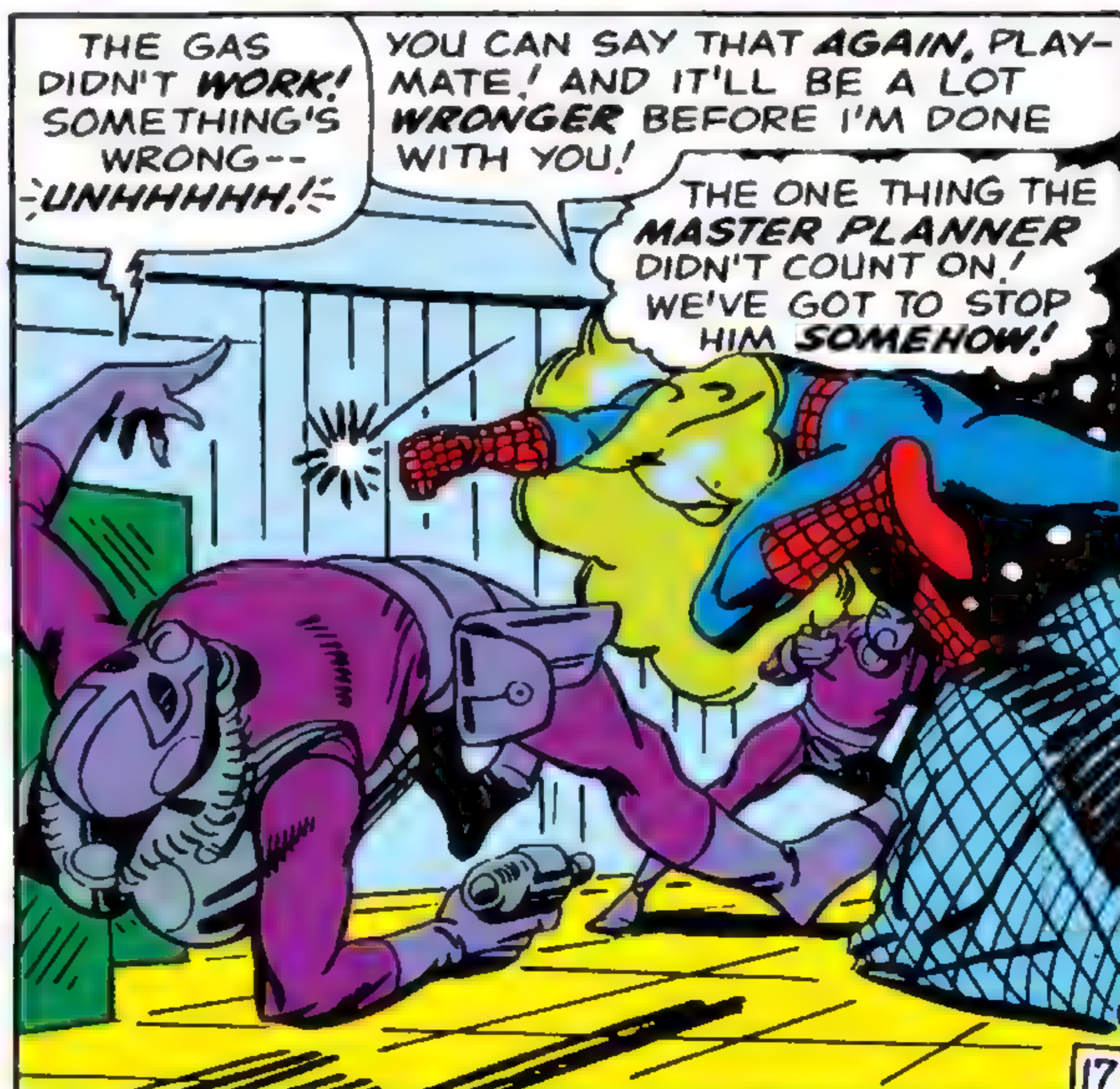
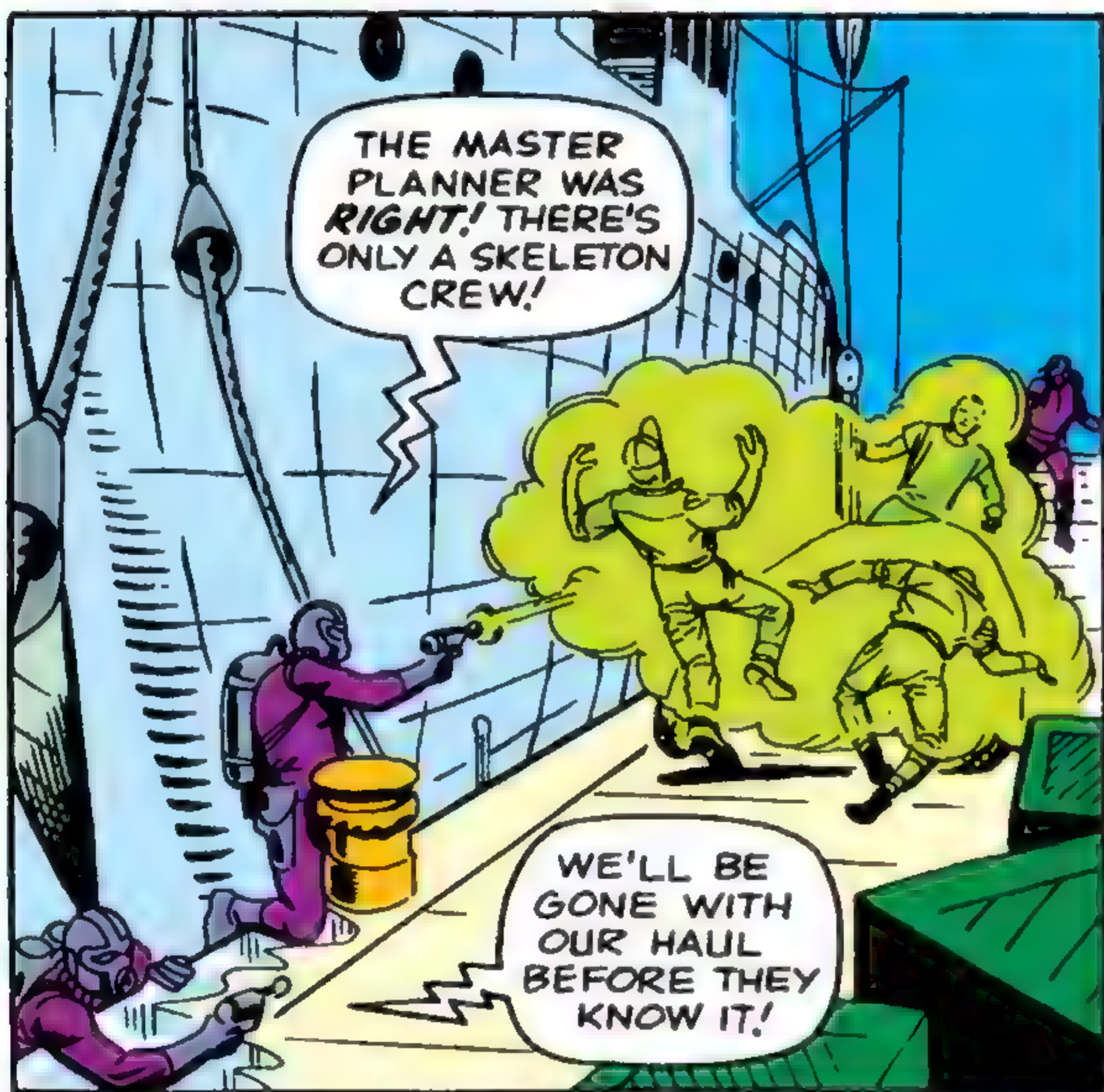
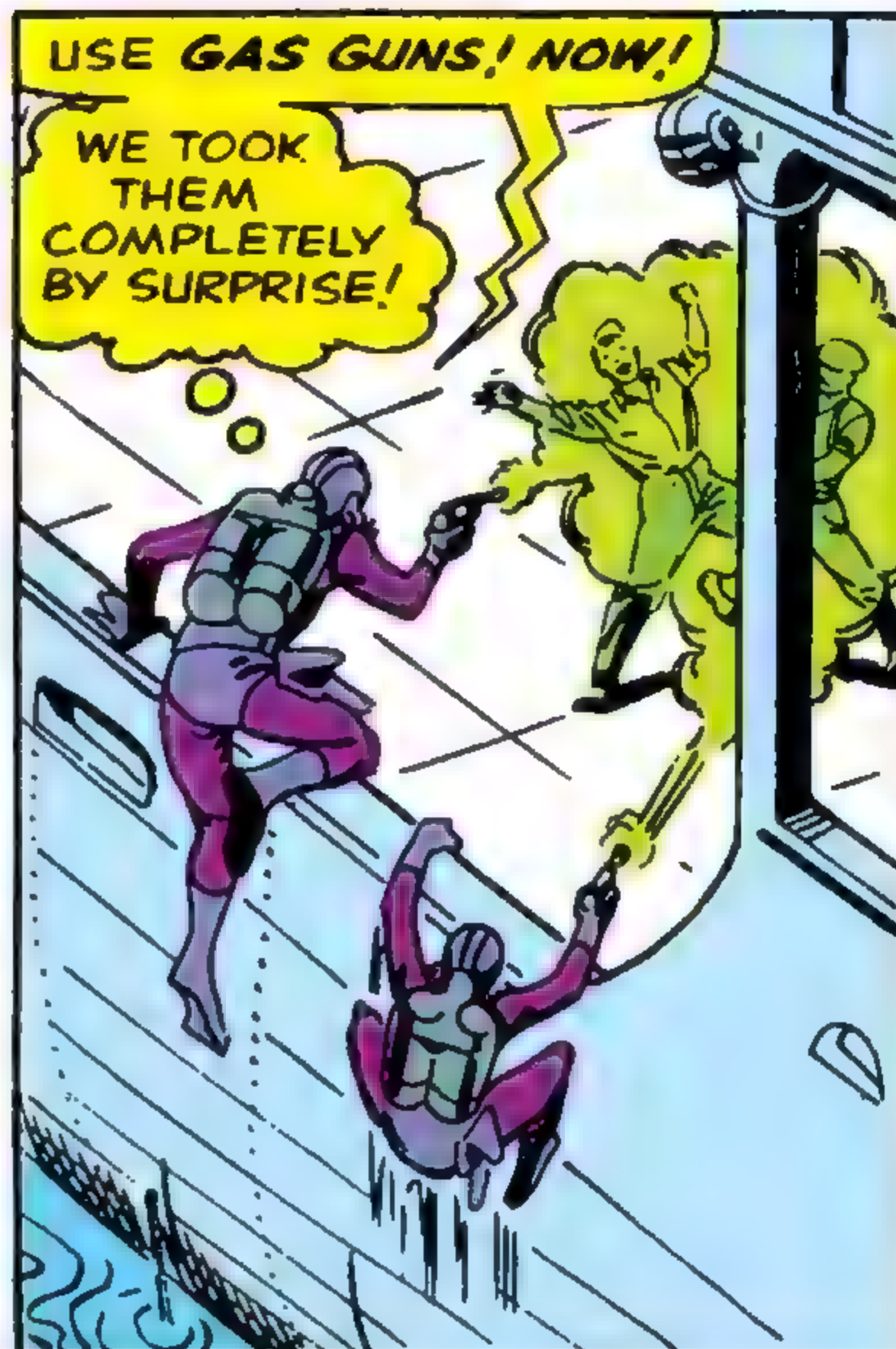
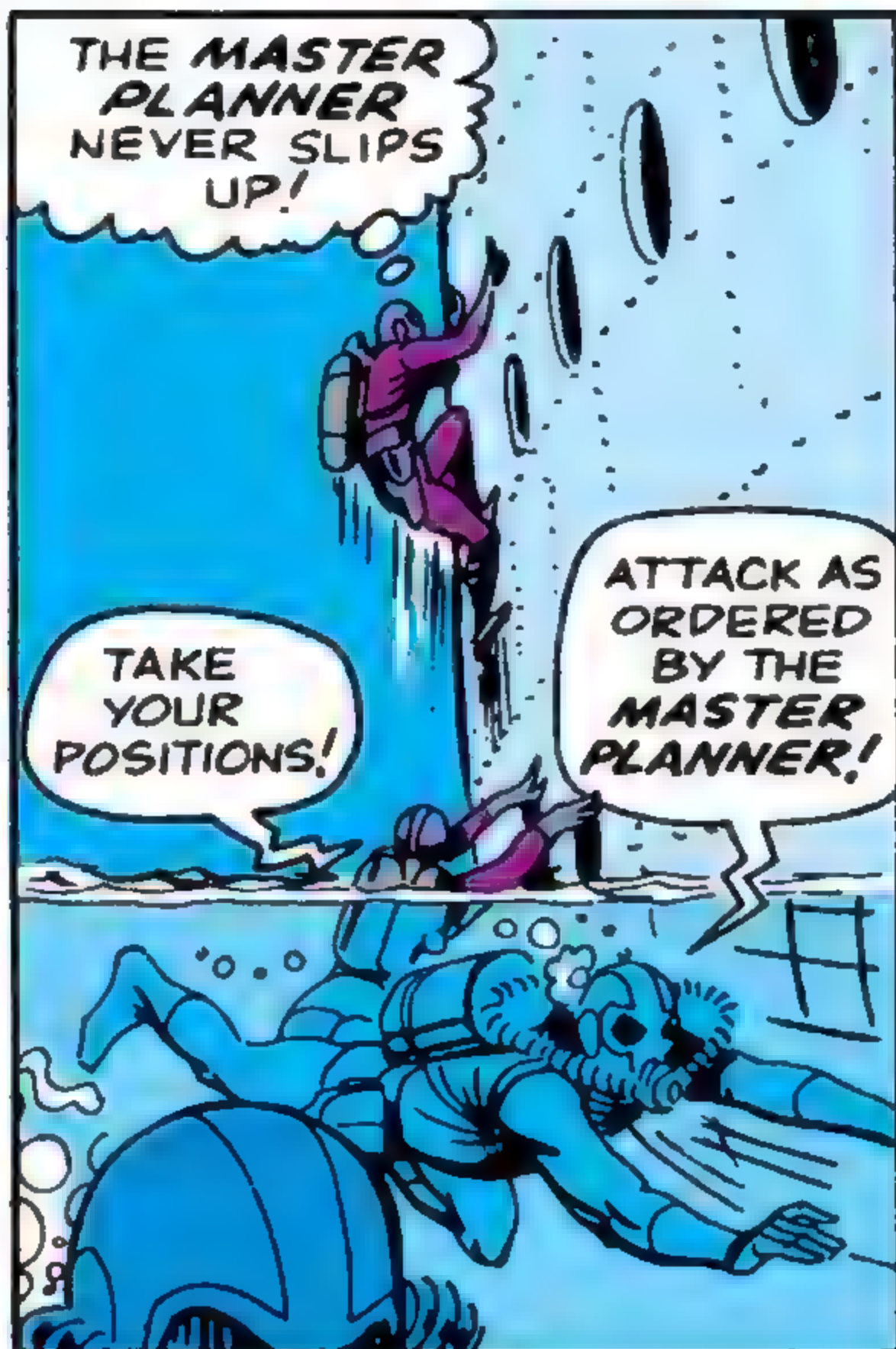
WAIT! THIS ISN'T A *TOUCH*! I THINK THERE'S GONNA BE A *ROBBERY* AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE-- BUT *YOU* COULD CHECK ON IT!

IF MY TIP IS *RIGHT*, AND YOU CATCH 'EM--I WANT SOME *CREDIT*!

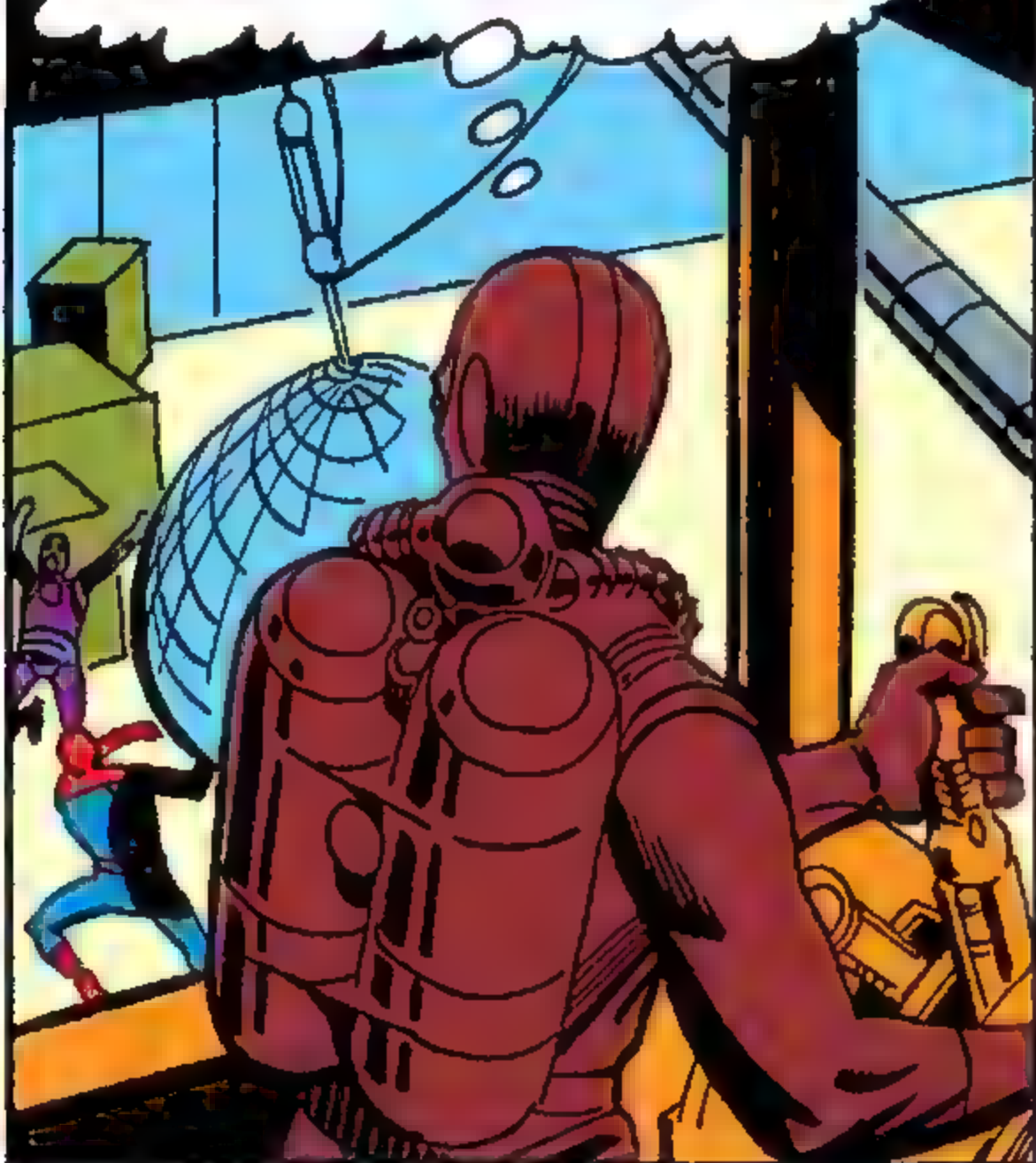
SURE! SURE! I'LL REMEMBER YOU IN MY *WILL*!

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!



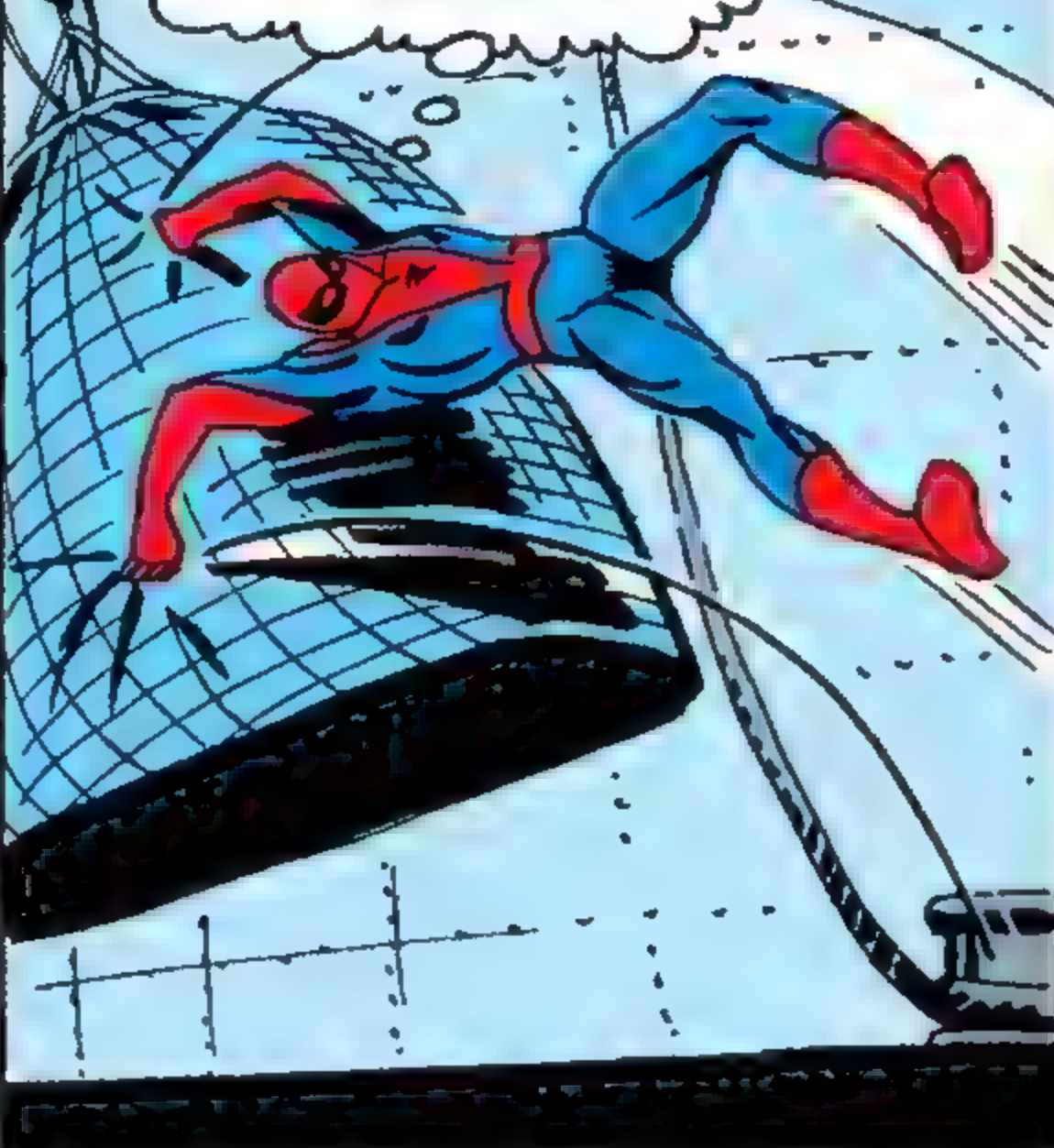
MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...

NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!



BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE....!

SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!



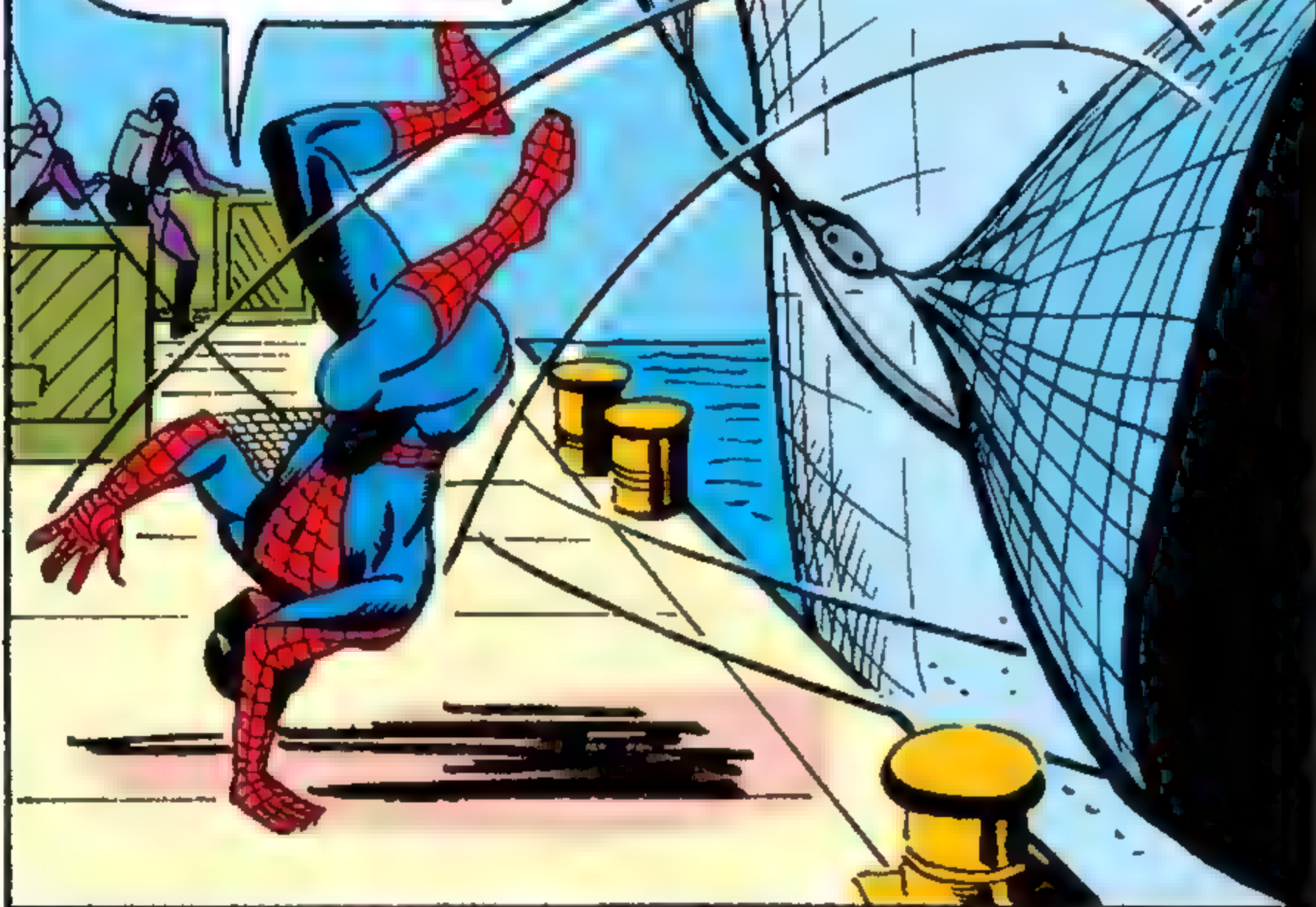
BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!

DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!



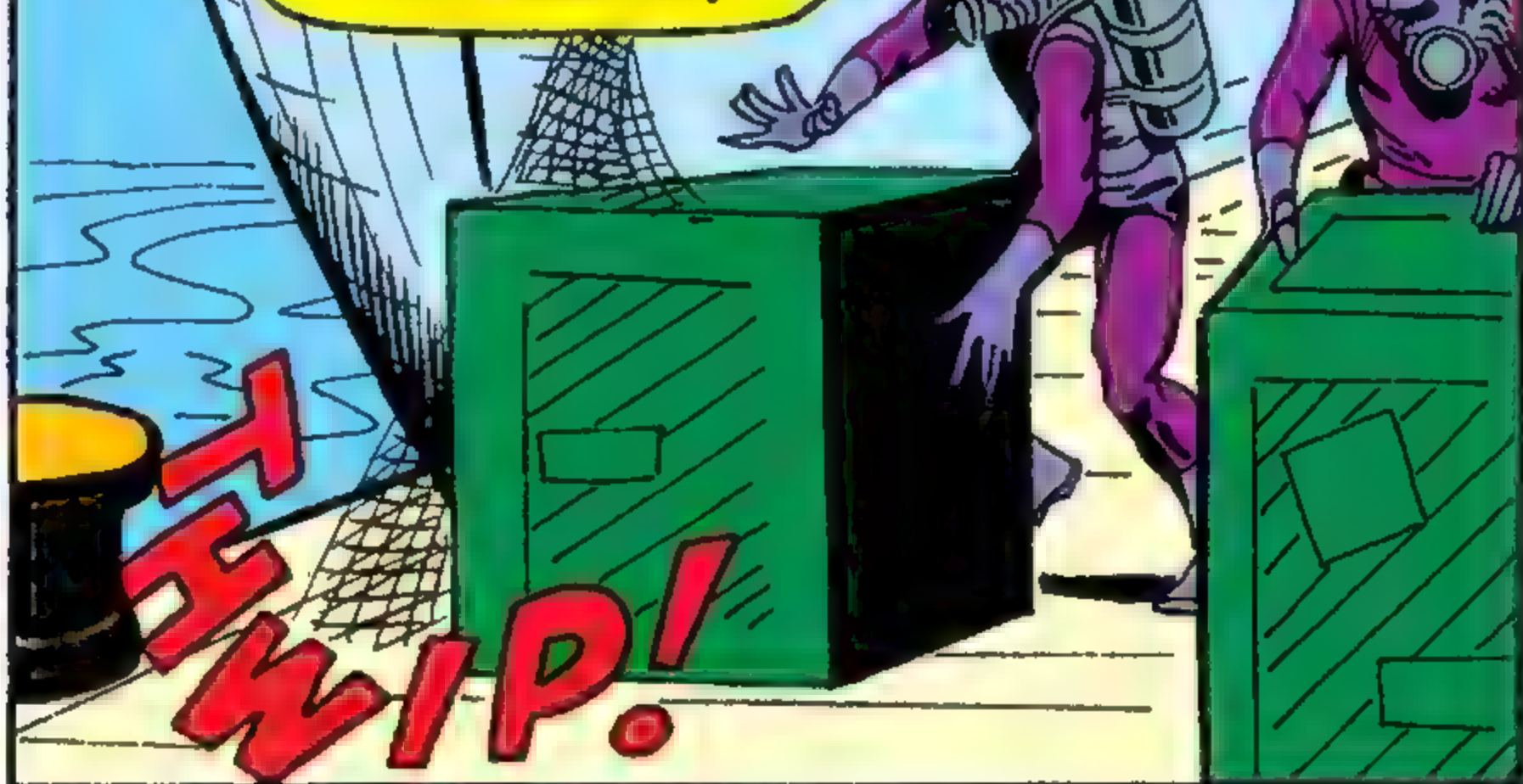
UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!

HOLD IT, GROUP! WAIT FOR ME!



YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!

NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!



WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!

A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!

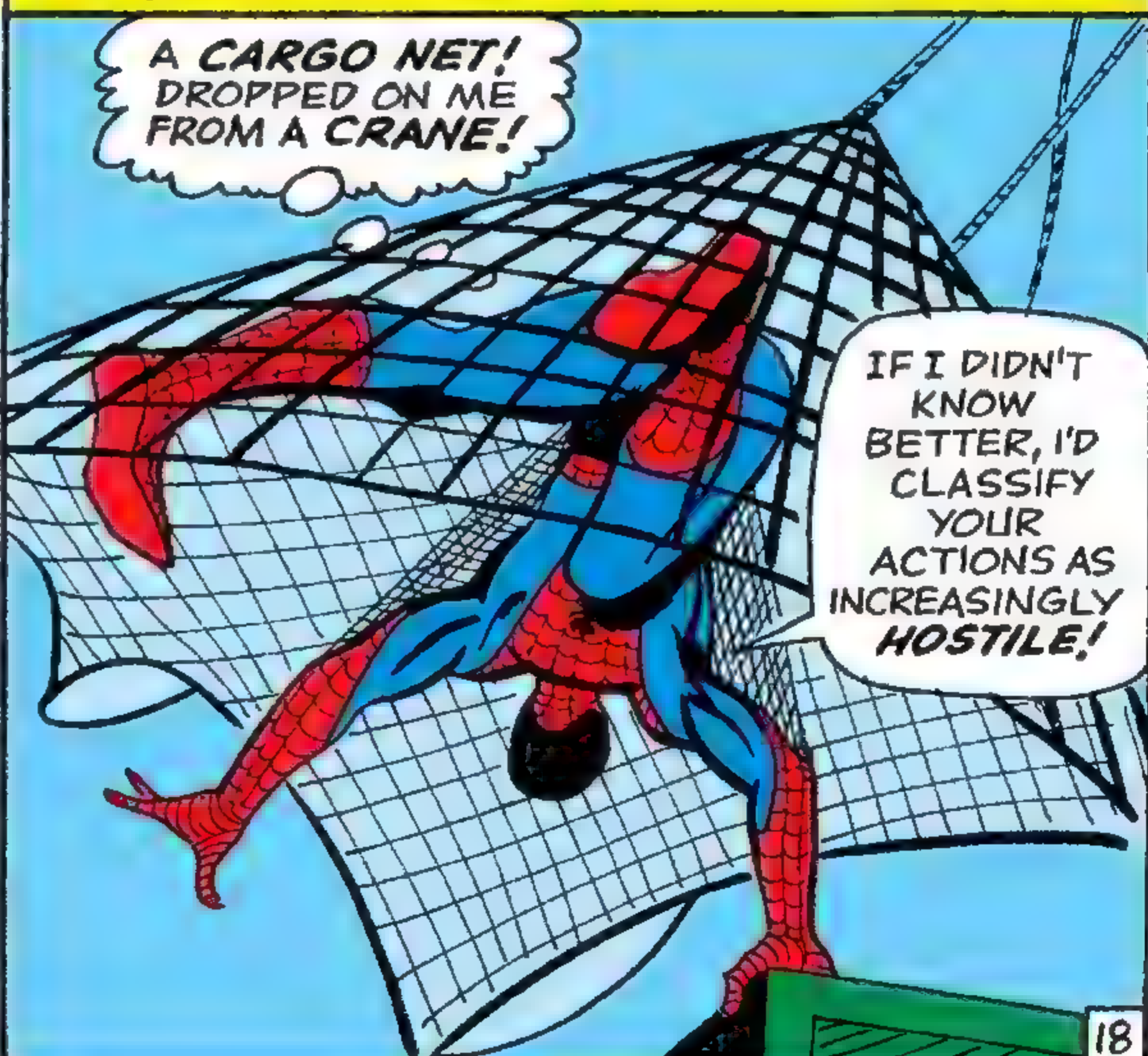
DUCK! WE'LL GET HIM FROM ABOVE!

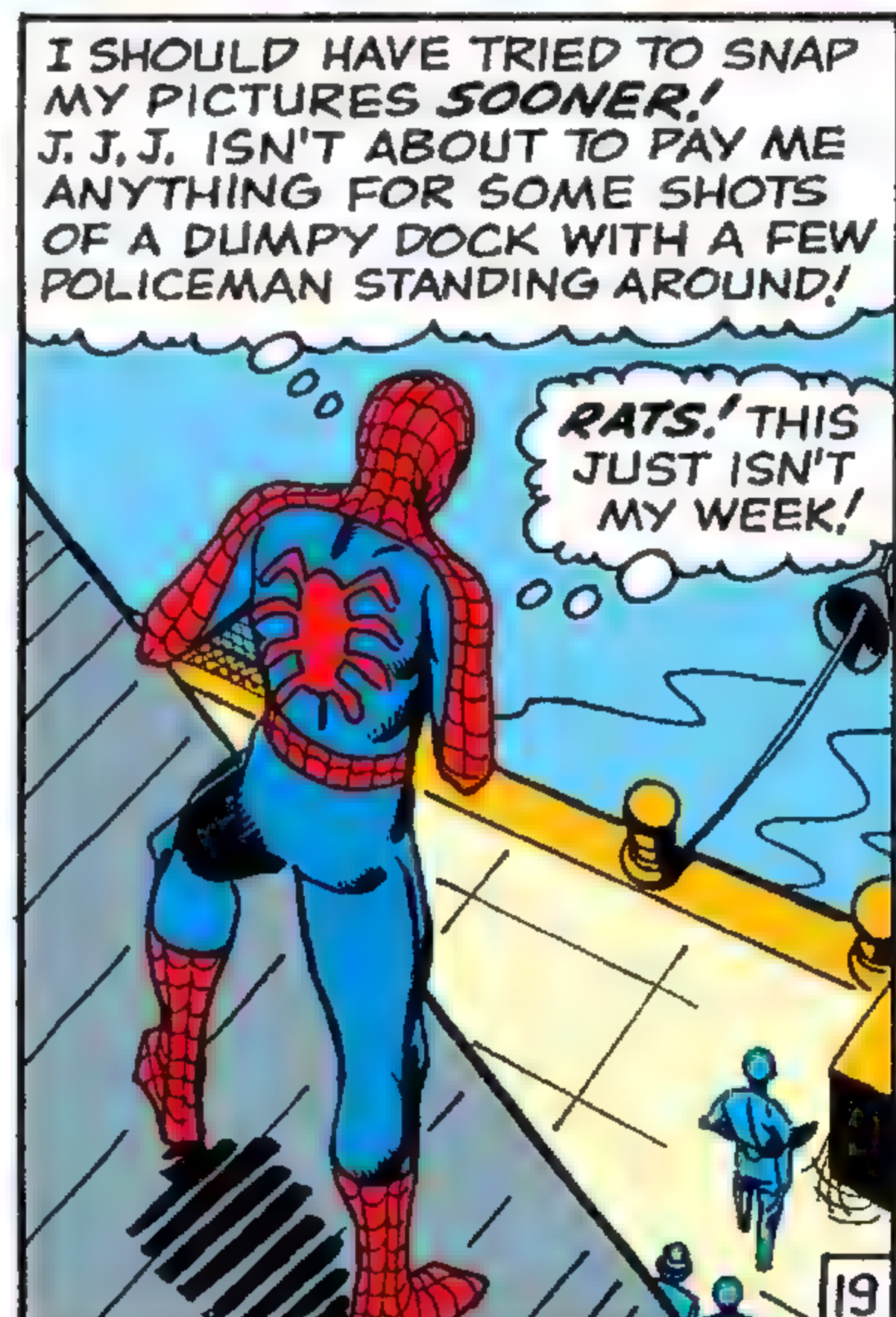
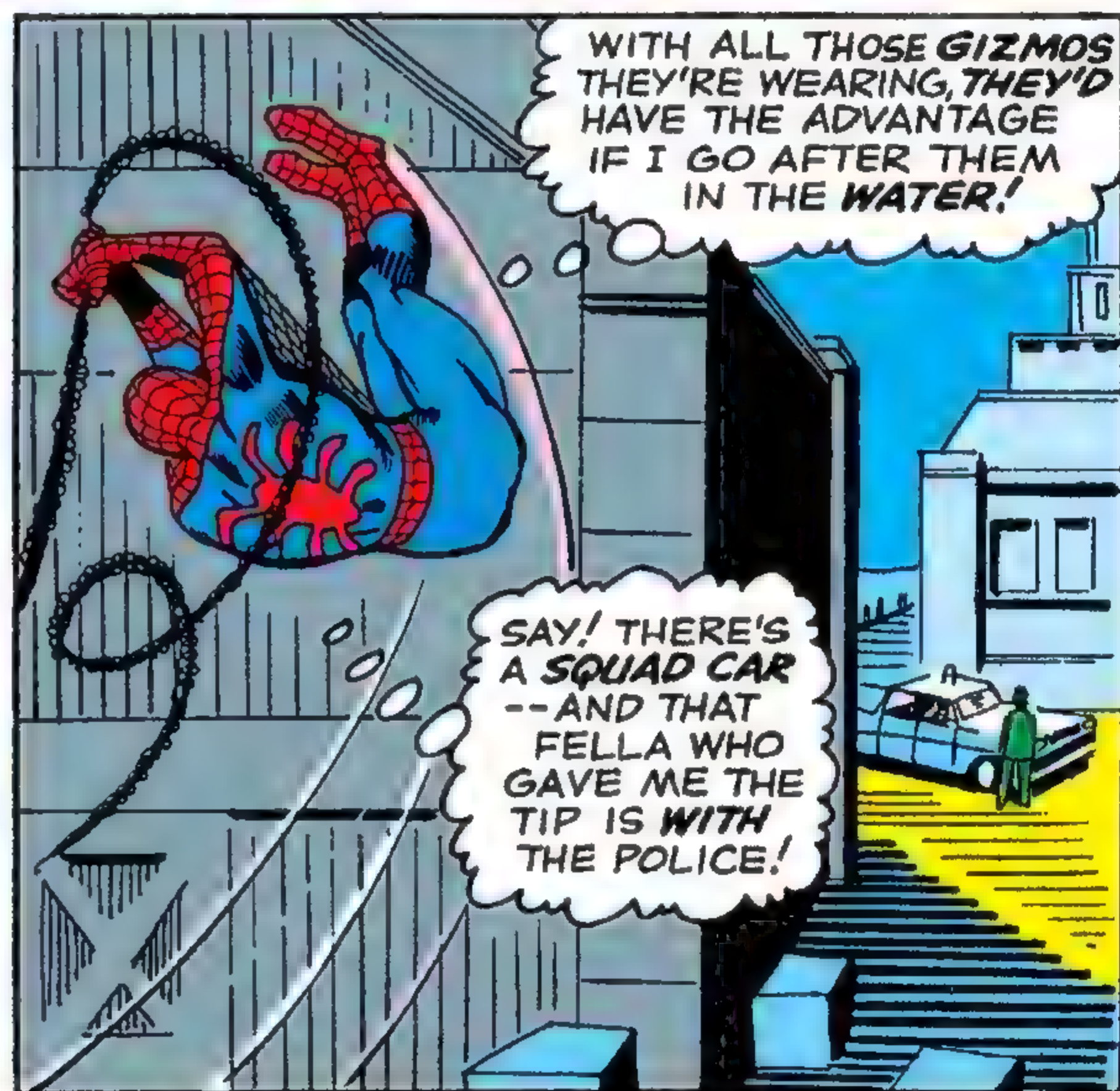
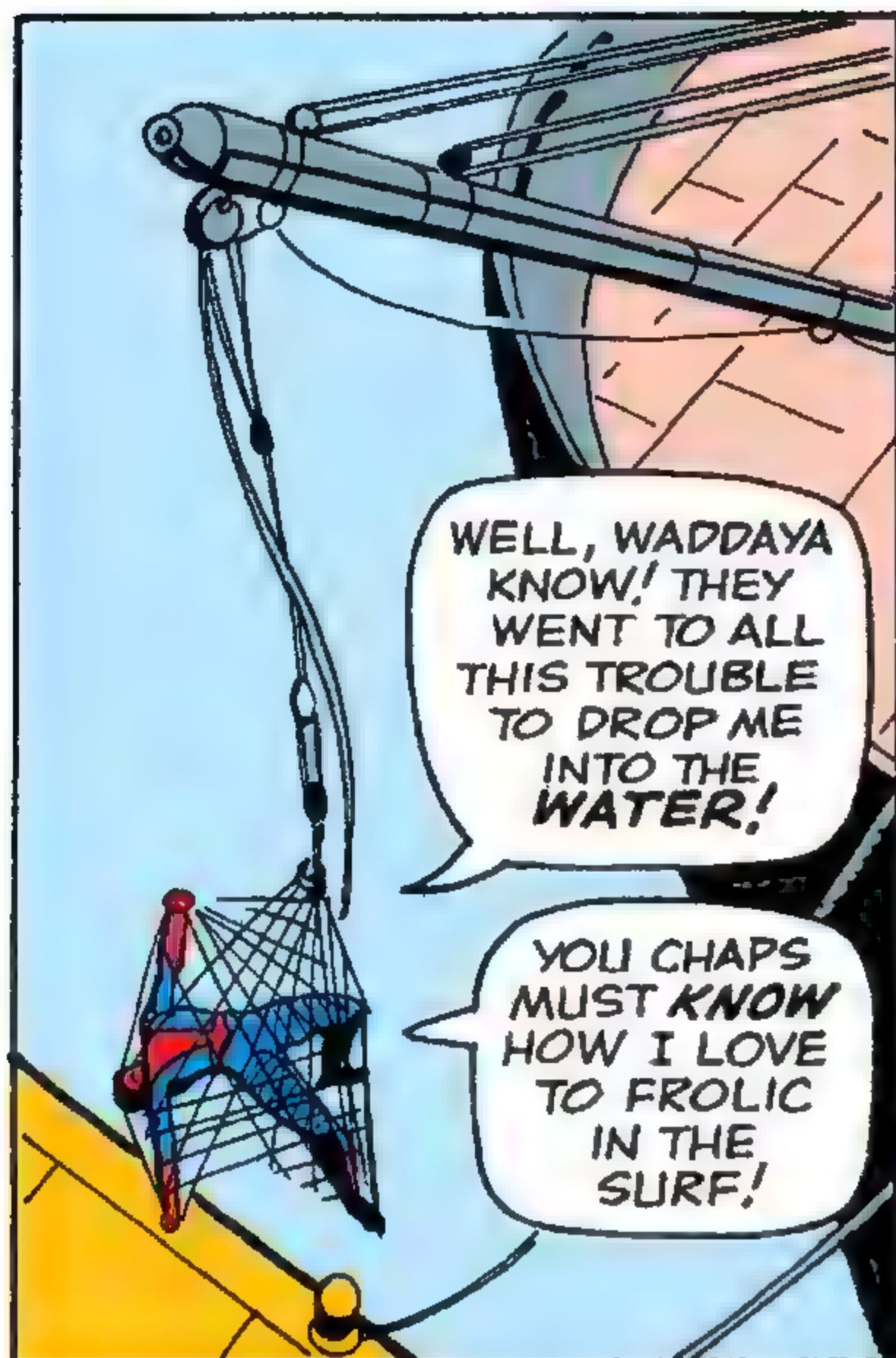


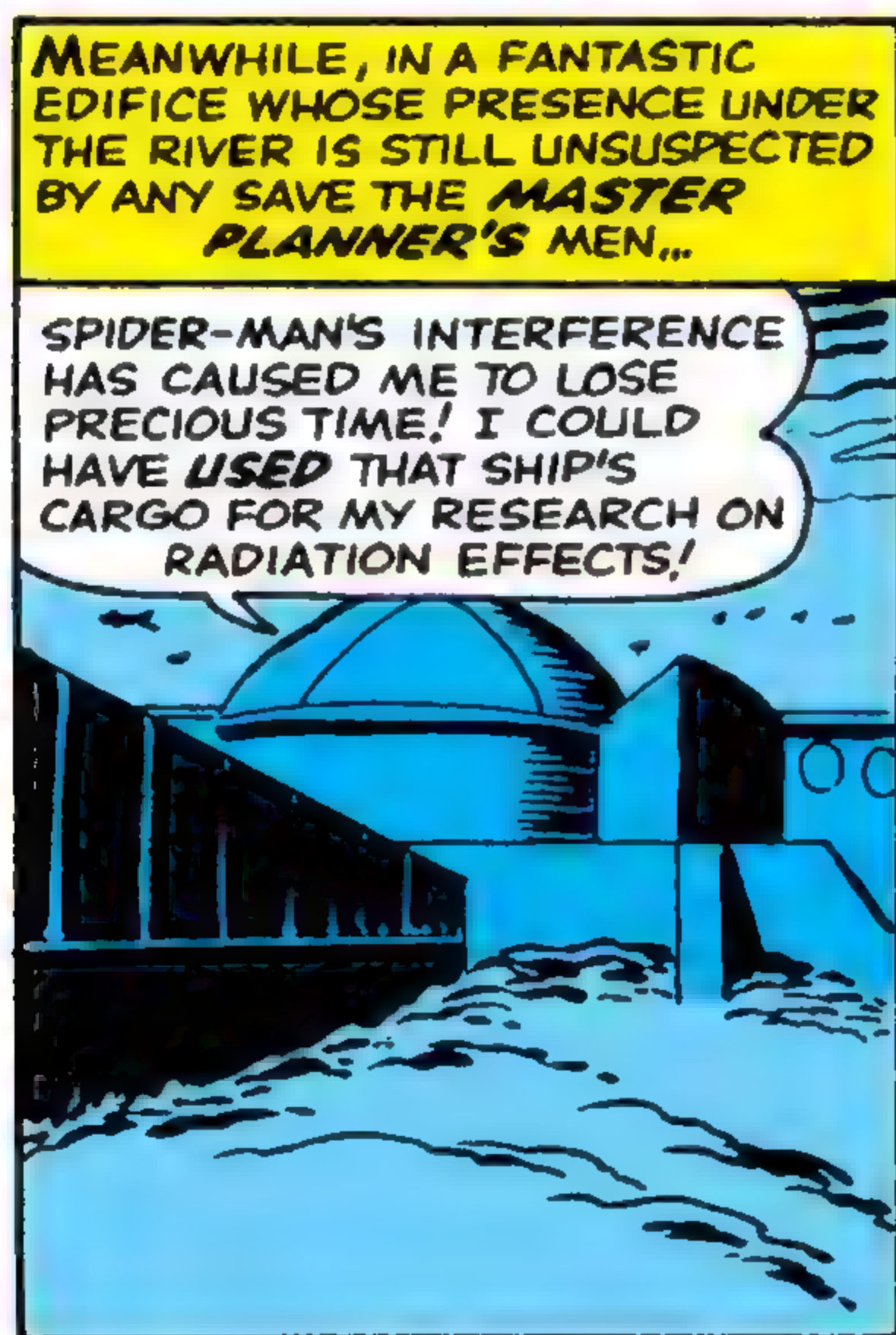
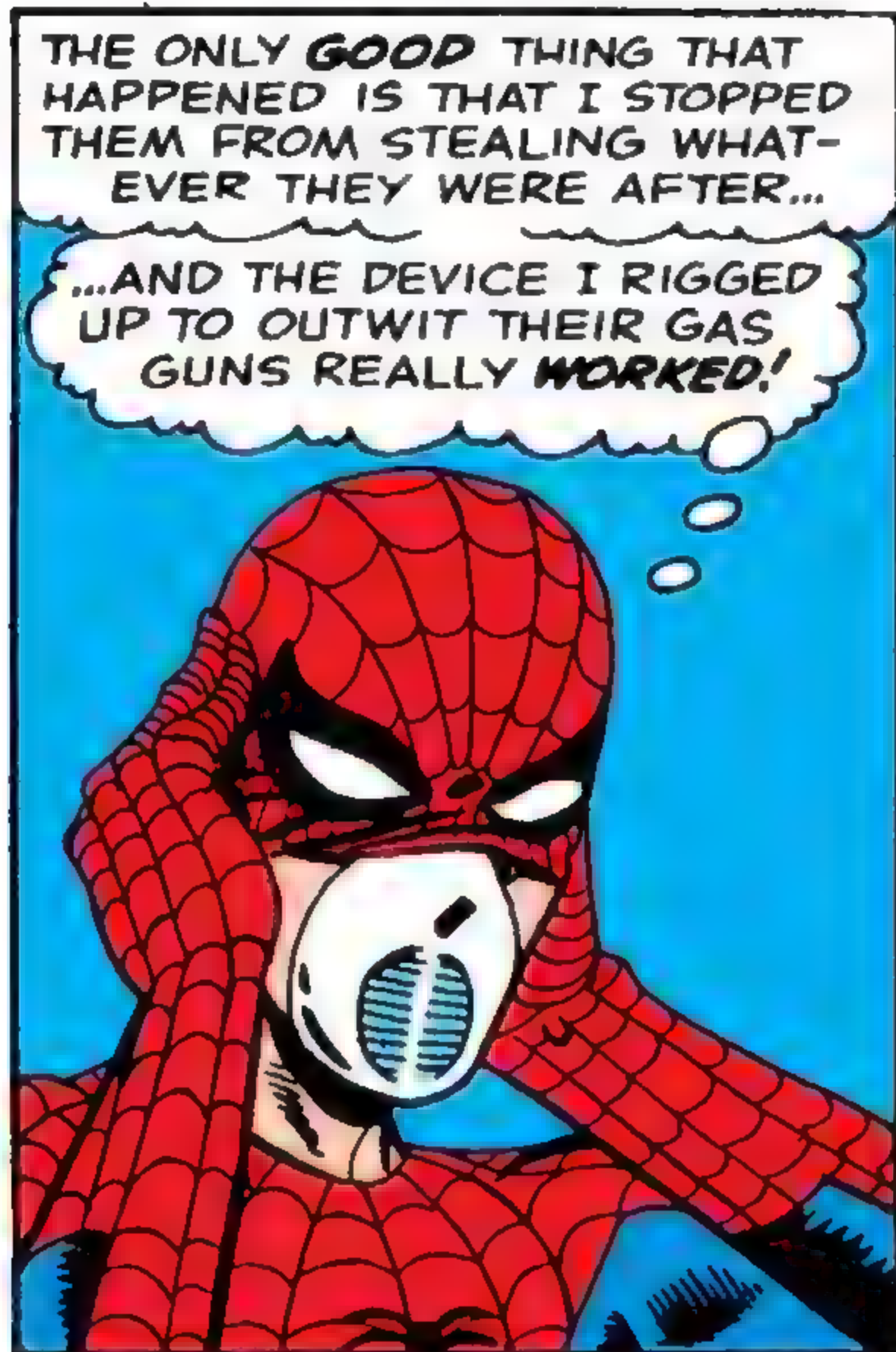
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A CARGO NET! DROPPED ON ME FROM A CRANE!

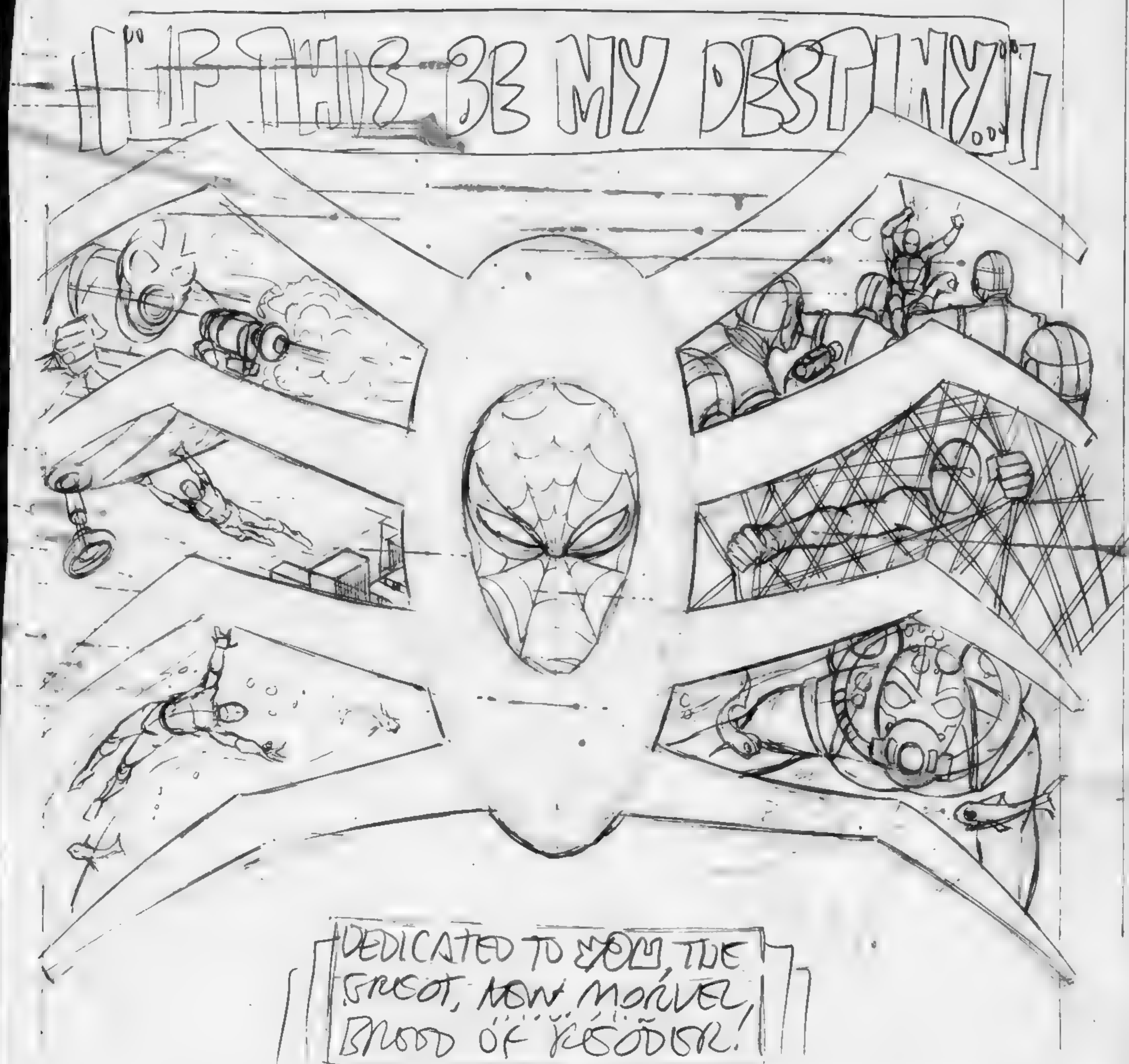
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!







Marvel artist and Bullpen staffer Marie Severin had the foresight to save photocopies of Steve Ditko's *The Amazing Spider-Man* #31 pencil art. The only surviving copies of Ditko's Spider-Man pencils, they display his crisp linework, expressive characters and dynamic layouts.



DITKO

THE AMAZING SPIDER-MAN

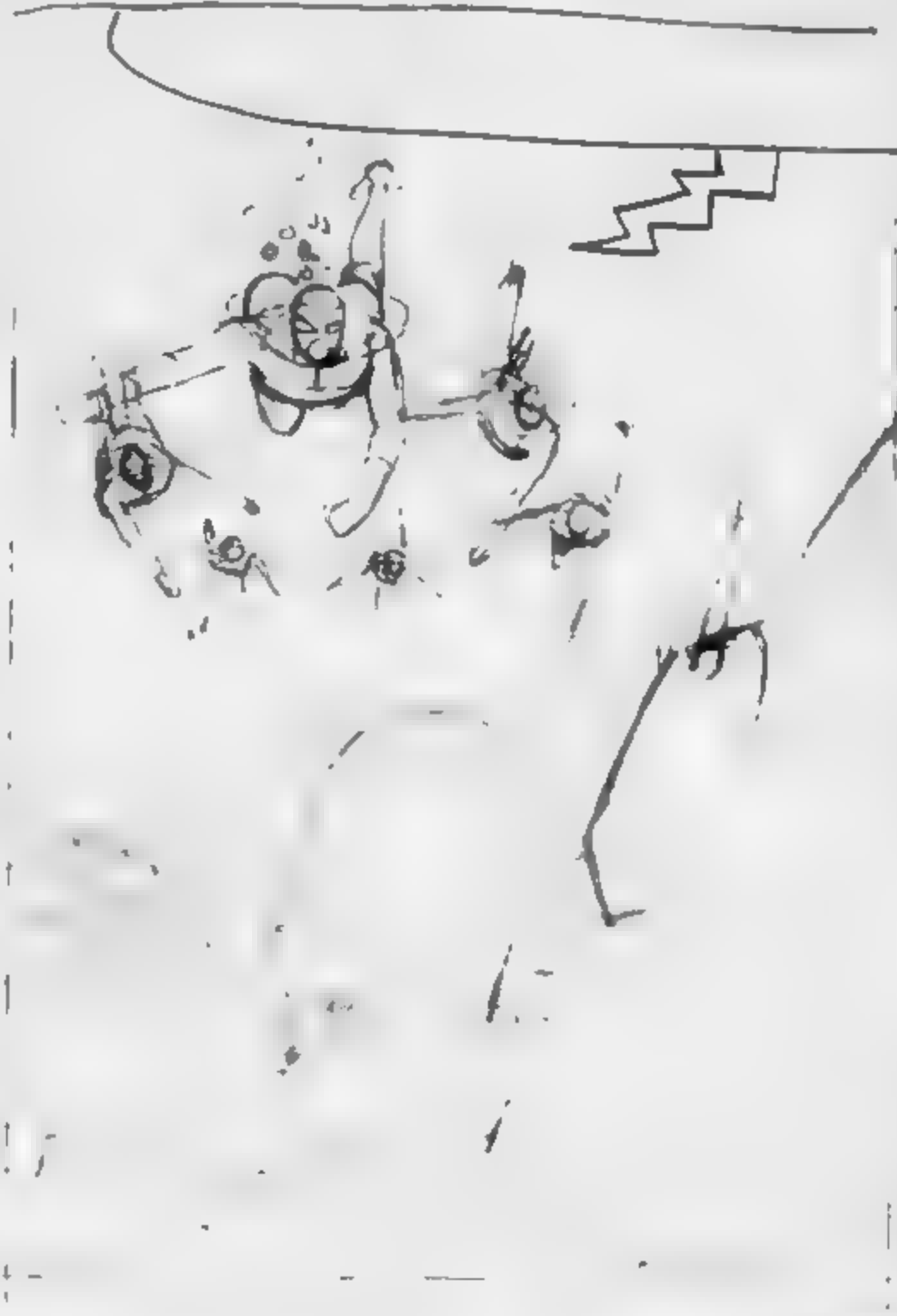
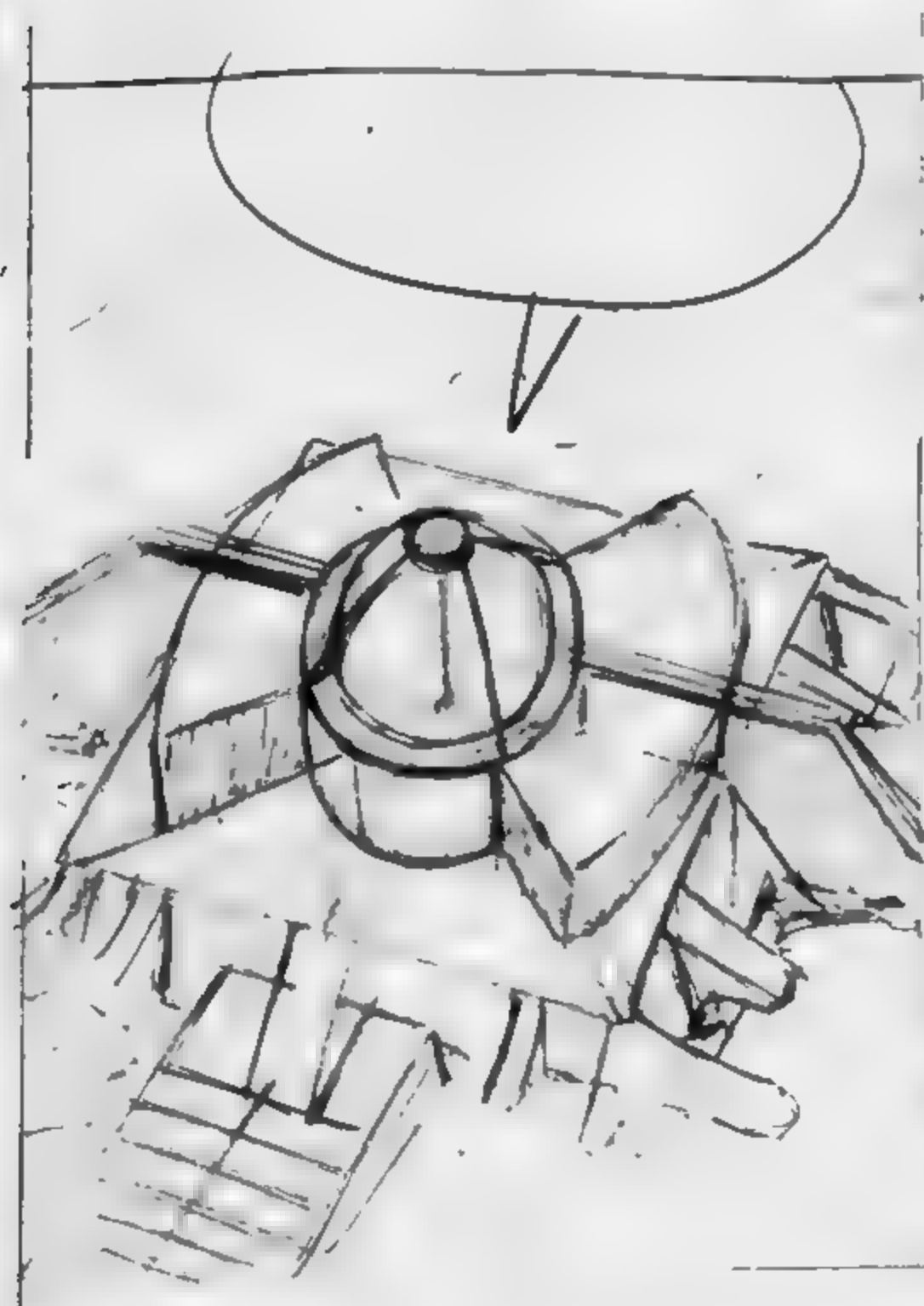
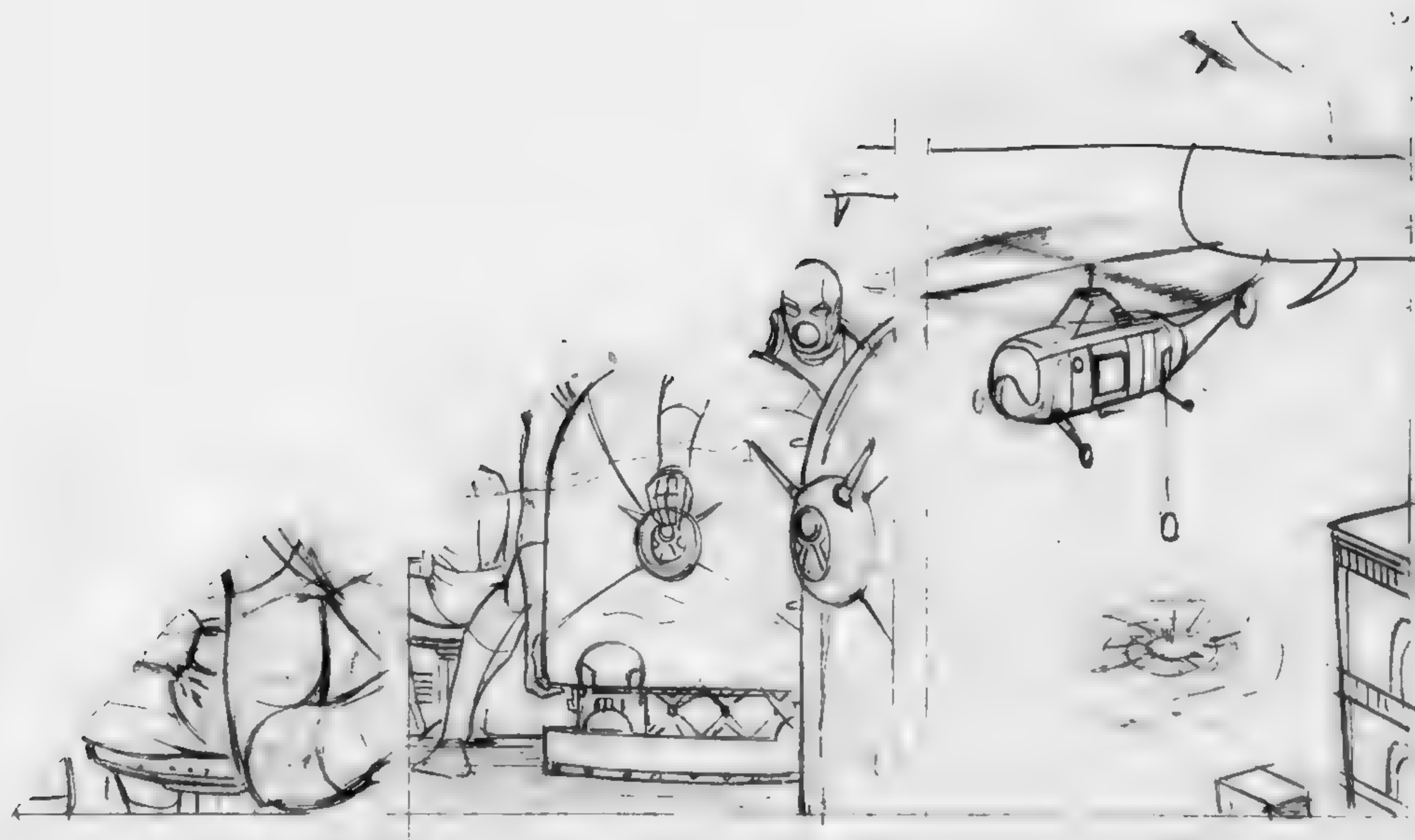
IF THIS
BE MY
DESTINY

A NEW
ERA IN THE
LIFE OF
SPIDER-MAN
IS ABOUT TO BEGIN,
AND YOU WILL
LIVE WITH
HIM!

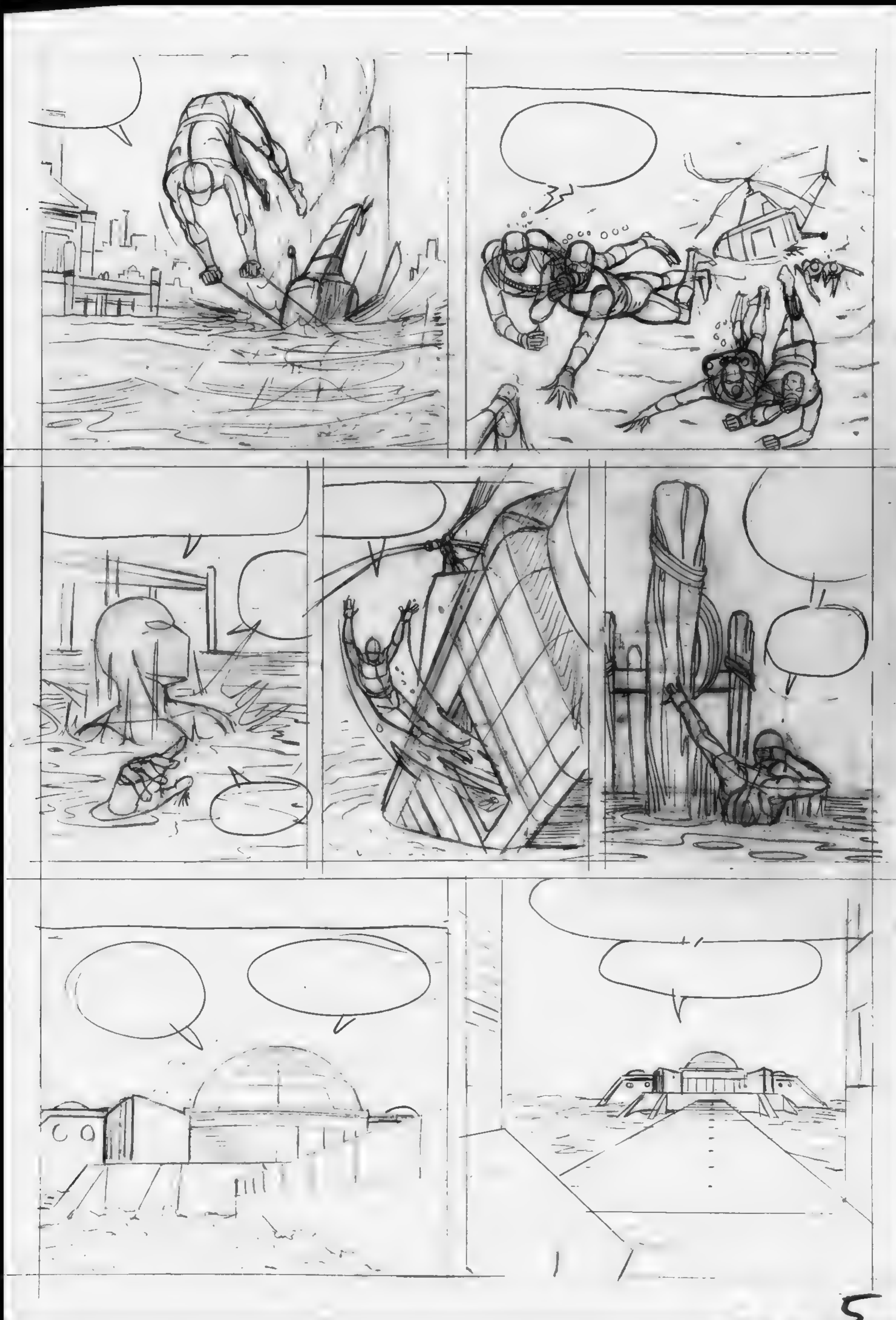


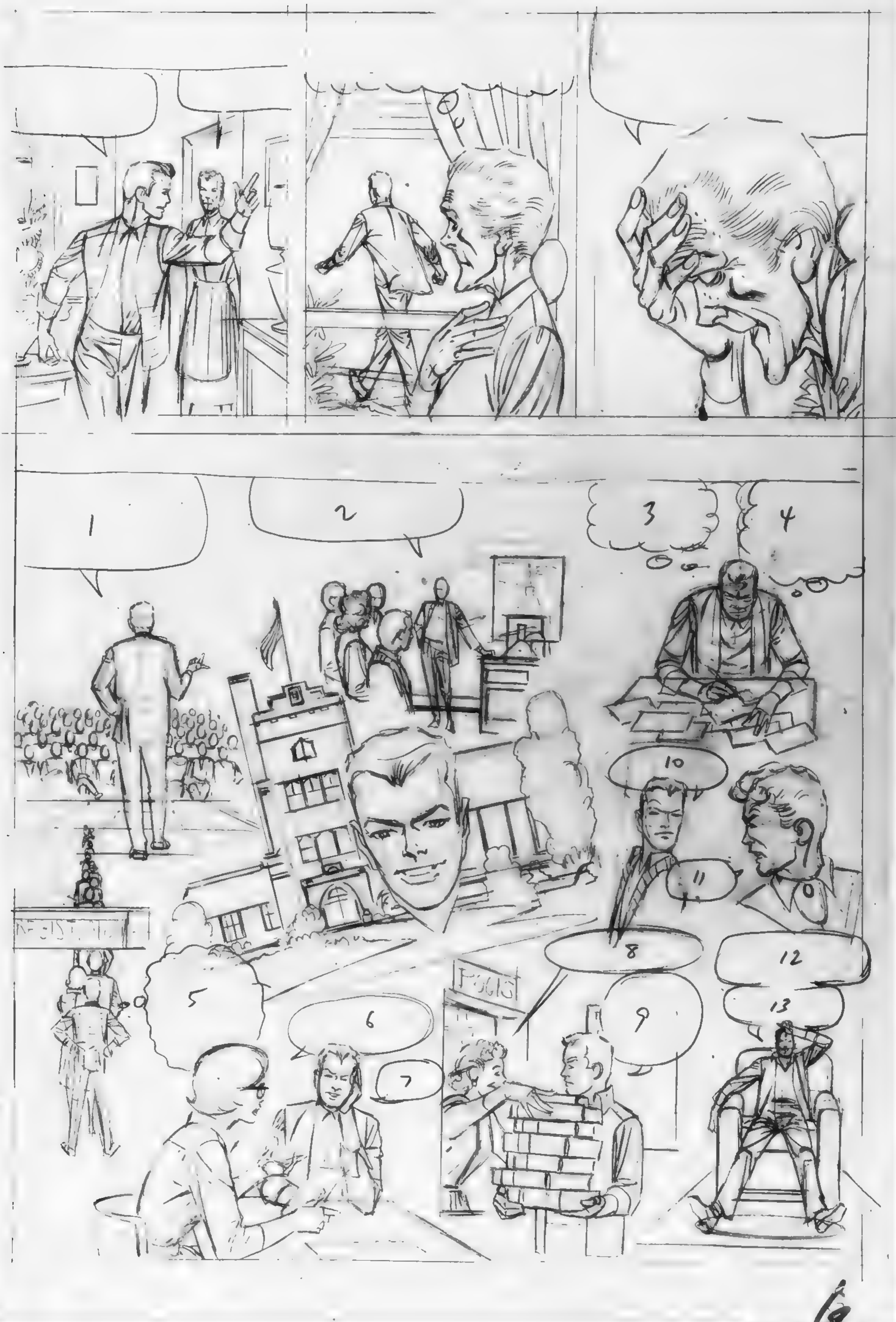
MASTERFUL SCRIPT BY STAN LEE!
MAGNIFICENT ART BY STEVE DITKO!
MEMORABLE COTTAGE BY (YOUR NAME)





















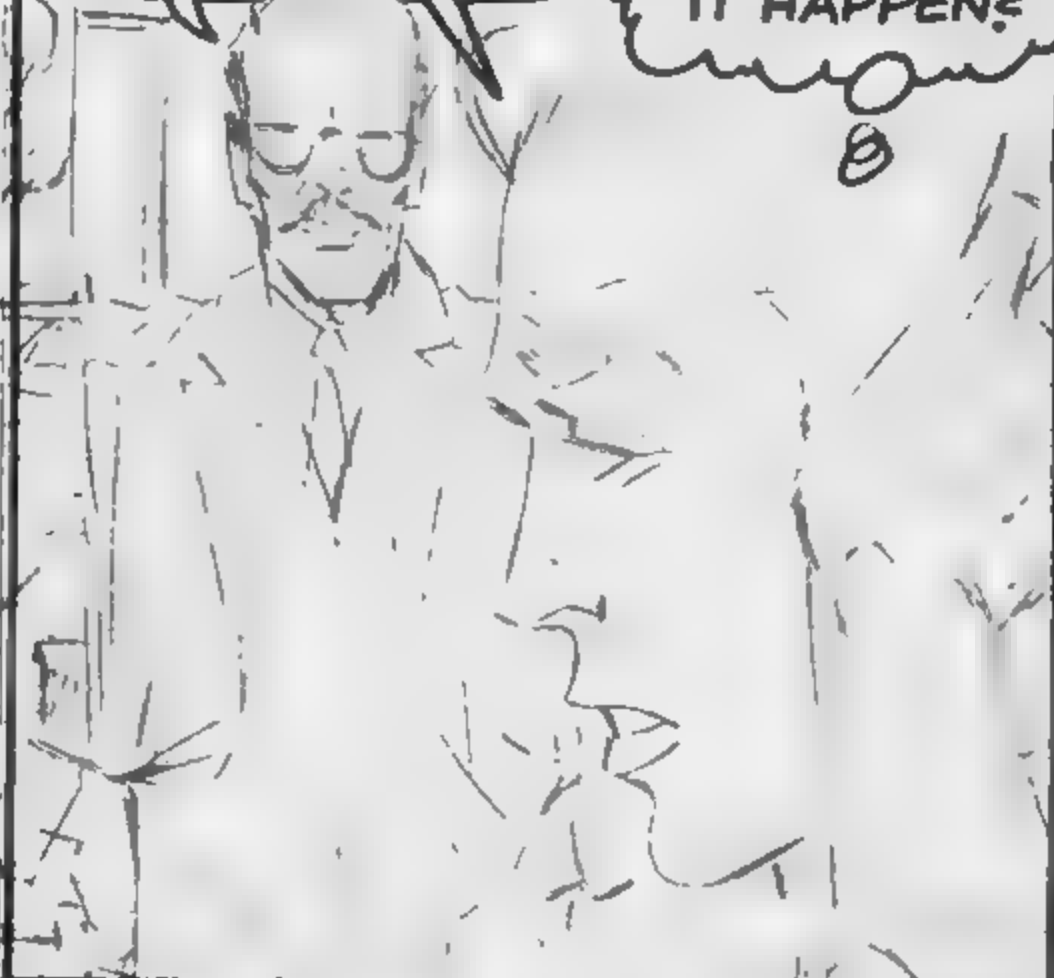
THE CHEMICALS **IGNITED!**
BUT, THAT'S **IMPOSSIBLE!**
THEY **COULDN'T** HAVE!
THEY WERE ALL
COMPLETELY **STABLE!**

PARKER! THIS LAB IS NO PLACE
FOR EXHIBITIONS! EVEN THOUGH
YOU **DID** WIN A SCIENCE
SCHOLARSHIP, YOU WILL CONFIN
YOURSELF TO THE EXPERIMENTS
AT **HAND!**

IS THAT
QUITE
CLEAR?

YES
SIR!
I-I'M
SORRY--!

HE THINKS
I DID IT
PURPOSELY!
BUT, HOW **DID**
IT HAPPEN?



IT
WORKED
BETTER
THAN I
THOUGHT!
THIS'LL
TAKE THAT
SWELL-
HEAD
DOWN A
PEG!

IT WAS
JUST
SUPPOSED
TO BE A
JOKE! I
DIDN'T
WANT TO
GET ANY-
ONE IN
TROUBLE
WITH THE
PROF!

AWW, DON'T
LOSE ANY
SLEEP
OVER IT,
GWEN! IT
COULDN'T
HAVE
HAPPENED
TO A NICER
GUY!

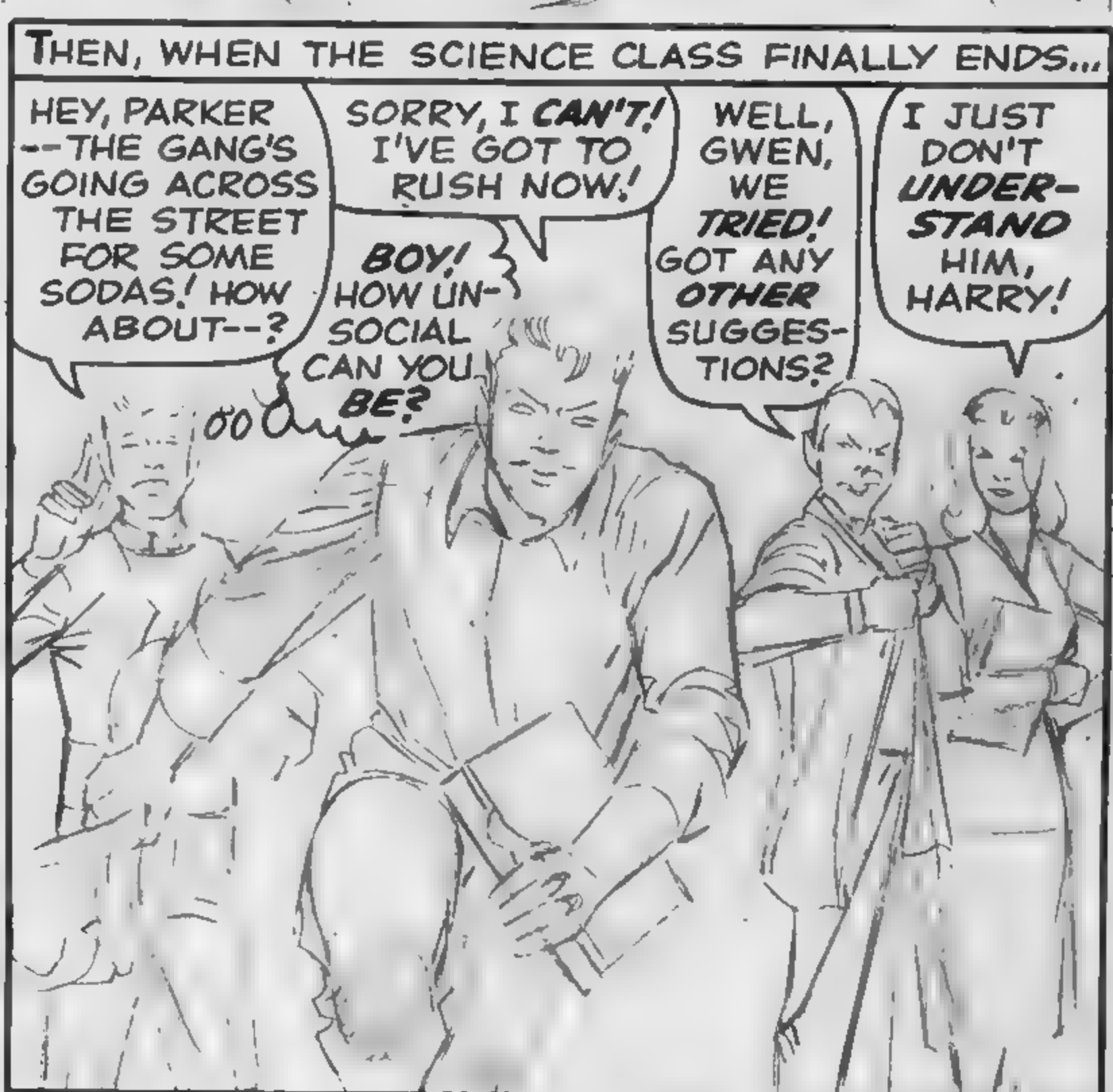


TELL YOU WHAT,
DOLL--IF IT'LL
MAKE YOU FEEL
BETTER, WE'LL
INVITE HIM FOR
A COKE AFTER
CLASS! HOW'S
THAT?

IT'S THE **LEAST**
WE CAN DO! WE
HAD NO RIGHT
TO GET
PROFESSOR
WARREN DOWN
ON HIM!

I'VE NEVER MADE
A BONEHEAD
MISTAKE LIKE
THAT IN AN
EXPERIMENT
BEFORE! I MUST
HAVE BEEN
DAY-DREAMING!

DAY-
DREAMING,
MY **FOOT!**
I JUST CAN'T
GET POOR
AUNT MAY
OUT OF MY
MIND, THAT'S
ALL!



THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...
HEY, PARKER
--THE GANG'S
GOING ACROSS
THE STREET
FOR SOME
SODAS! HOW
ABOUT--?

SORRY, I **CAN'T!**
I'VE GOT TO
RUSH NOW!

WELL,
GWEN,
WE
TRIED!
GOT ANY
OTHER
SUGGES-
TIONS?

I JUST
DON'T
**UNDER-
STAND**
HIM,
HARRY!

BOY!
HOW UN-
SOCIAL
CAN YOU
BE?

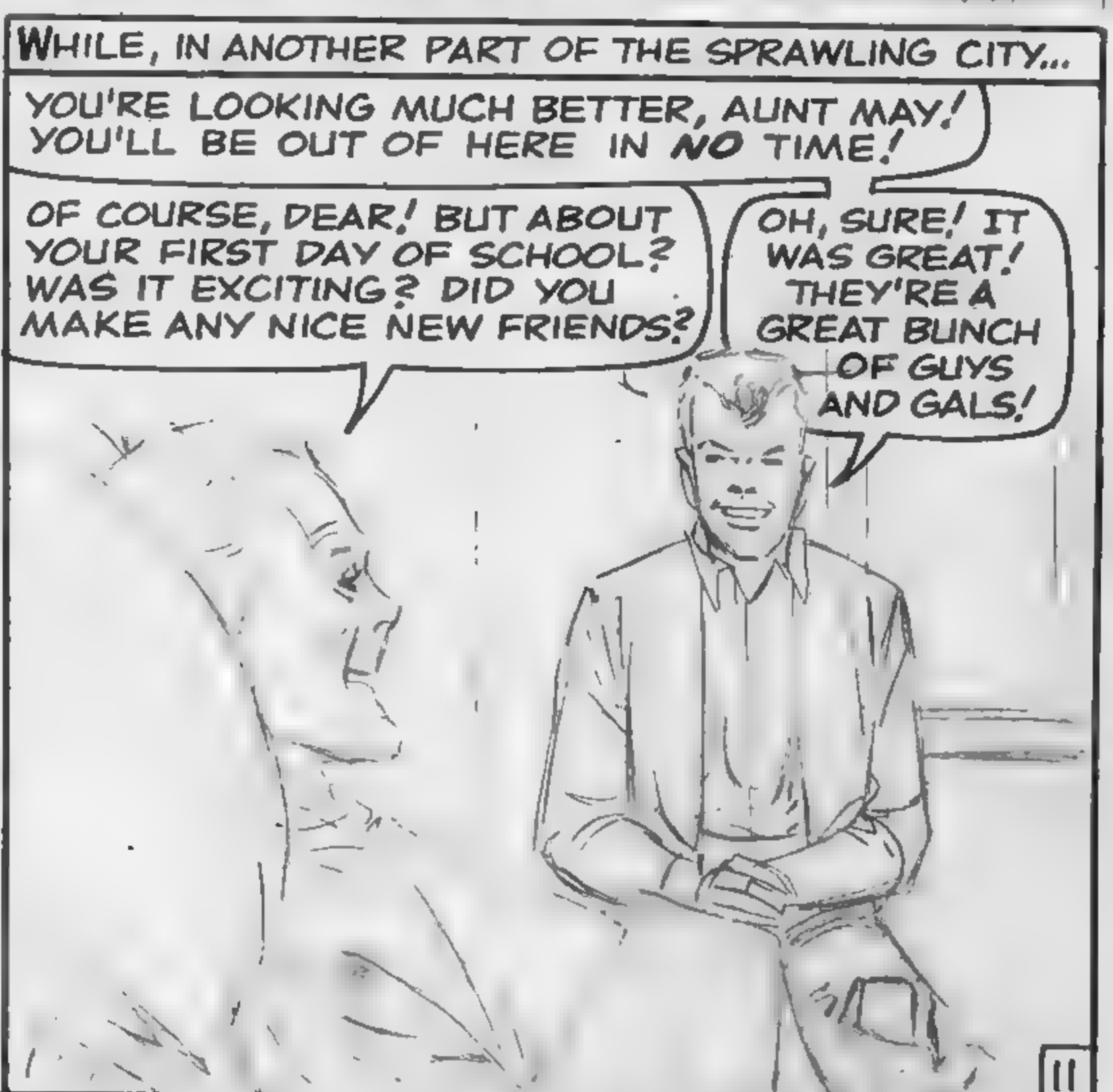


MINUTES LATER, OUTSIDE THE SCIENCE HALL,
GWEN AND HARRY RUN INTO ANOTHER FAMILIAR
FACE...

I JUST SAW THE
POOR MAN'S EINSTEIN
RUNNING PAST ME LIKE
HE KNEW WHERE HE
WAS GOIN! WHAT HAPPENED,
DID HE SEE A MOUSE?

WHO KNOWS?
MAYBE SOME-
ONE ONCE
TOLD HIM HE'S
TOO GOOD FOR
THE HUMAN
RACE!

C'MON AND
HAVE A COKE
WITH US,
FLASH!



WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY!
YOU'LL BE OUT OF HERE IN **NO** TIME!

OF COURSE, DEAR! BUT ABOUT
YOUR FIRST DAY OF SCHOOL?
WAS IT EXCITING? DID YOU
MAKE ANY NICE NEW FRIENDS?

OH, SURE! IT
WAS GREAT!
THEY'RE A
GREAT BUNCH
OF GUYS
AND GALS!

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!

SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?

BUT, PETER PARKER *LOSES* SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...

I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!

SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!

I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!

OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!

I UNDERSTAND, SIR...

BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!

SURE, DOC!

BEING CHEERFUL WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!

LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE *KNOWN* THERE'D BE NOTHING BUT *BILLS* AT A TIME LIKE THIS!

JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!

MAYBE I OUGHT TO *FORGET* ABOUT COLLEGE! EVEN THOUGH MY SCHOLARSHIP PAYS THE TUITION, I *STILL* CAN'T AFFORD IT!

IF I COULD GET A FULL-TIME JOB--BRING IN SOME *REAL* MONEY--*THAT'S* WHAT WE NEED!

BUT--THAT WOULD *REALLY* BREAK AUNT MAY'S HEART!

THERE'S ONLY ONE *OTHER* WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...

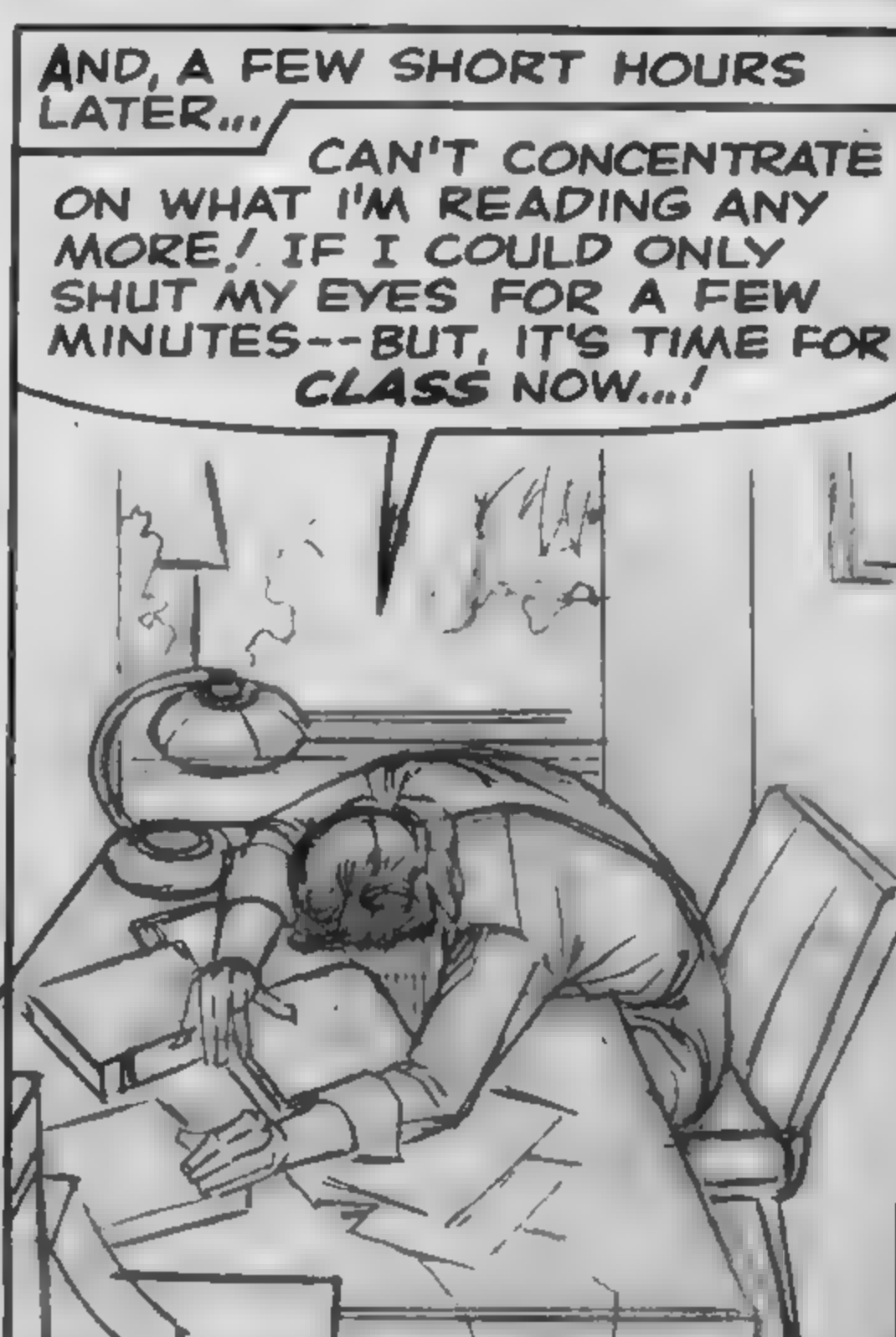
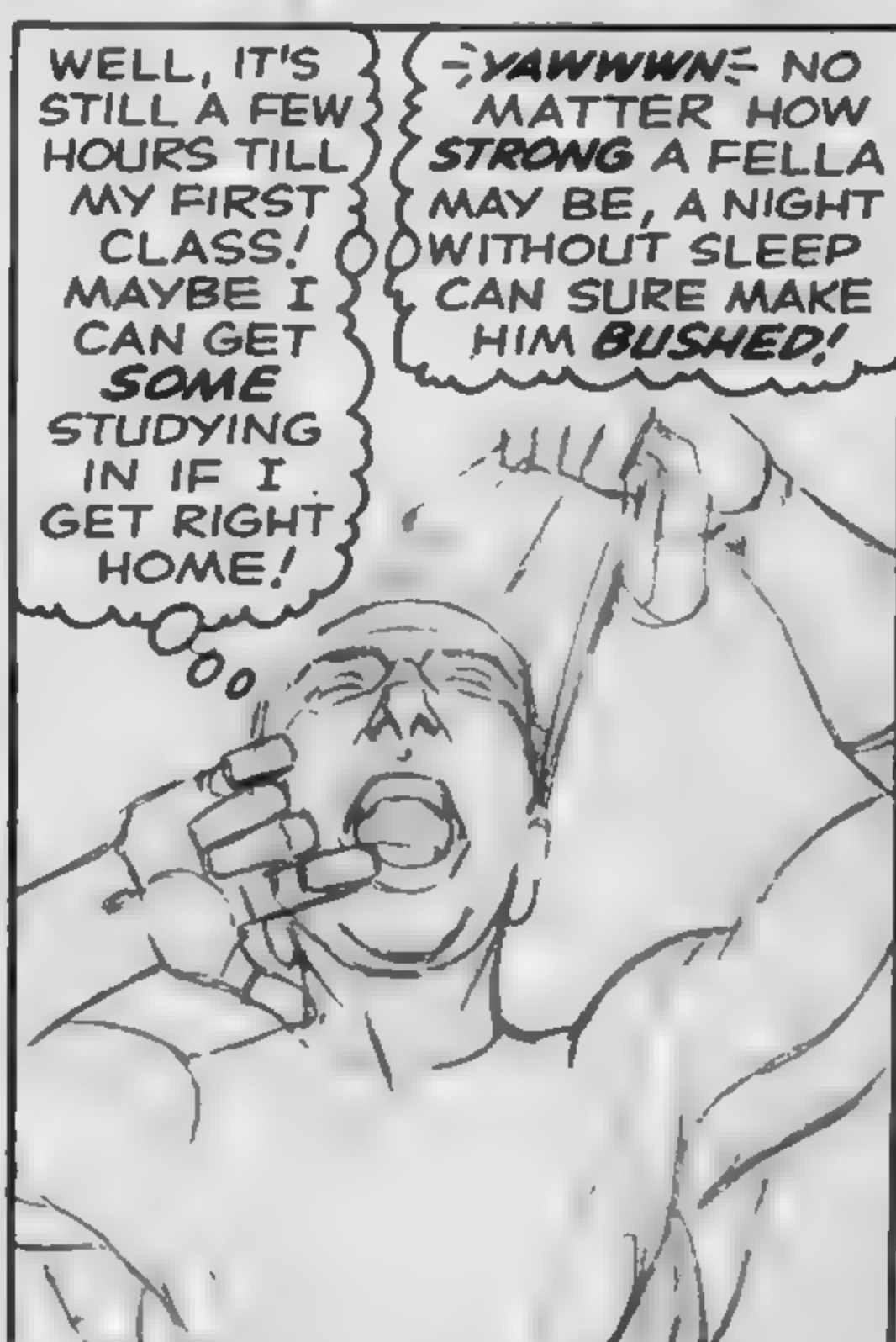
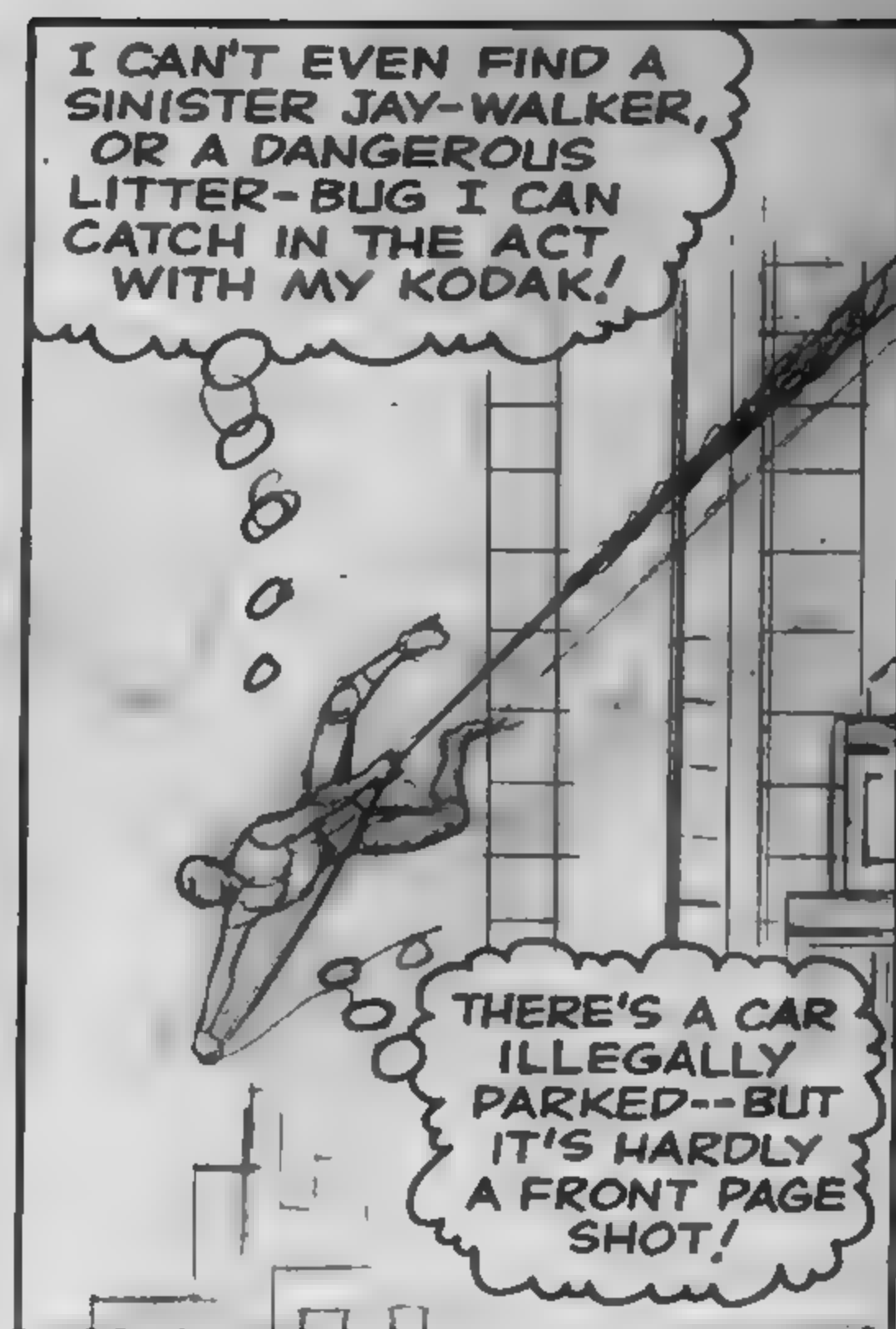
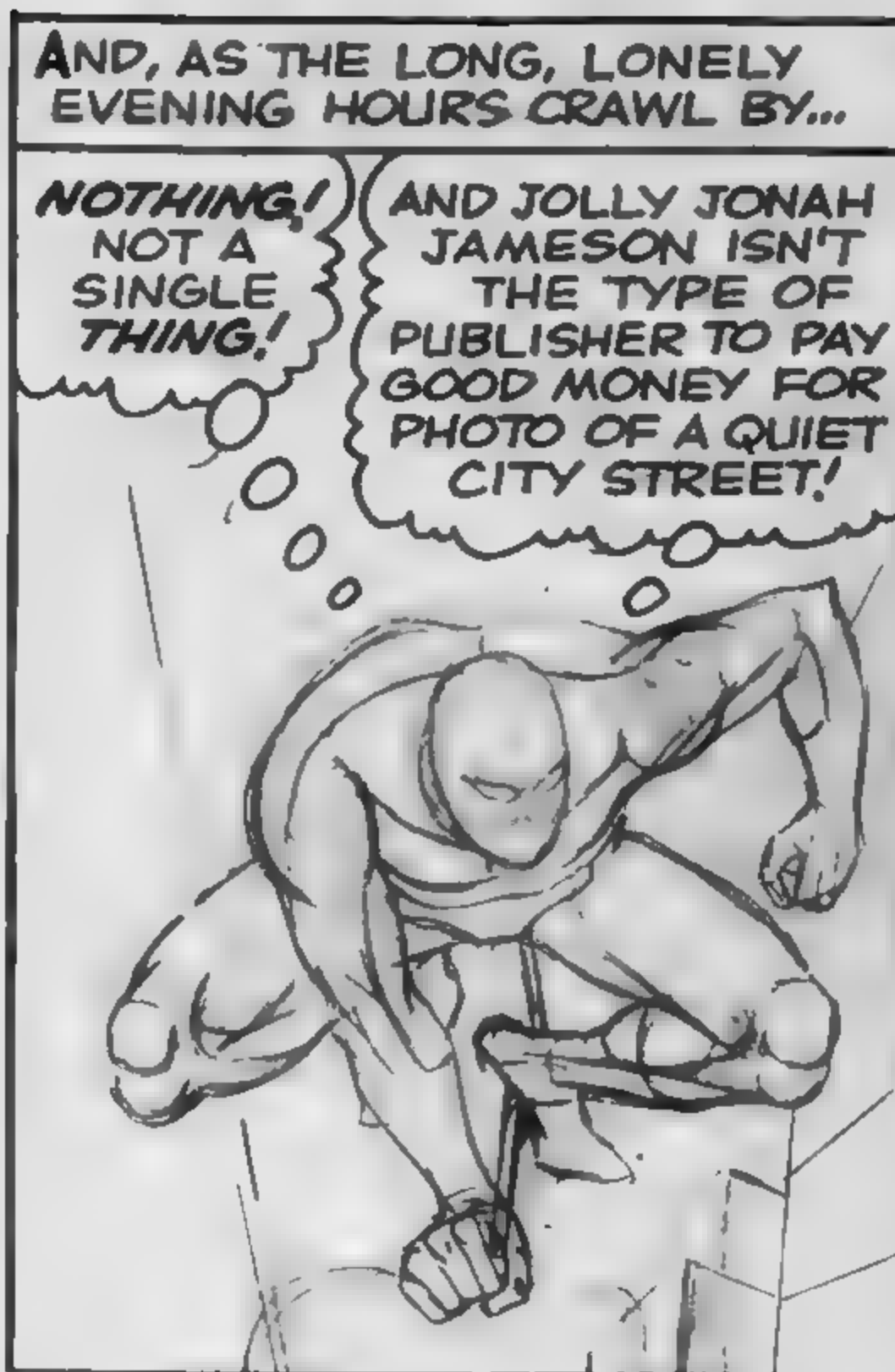
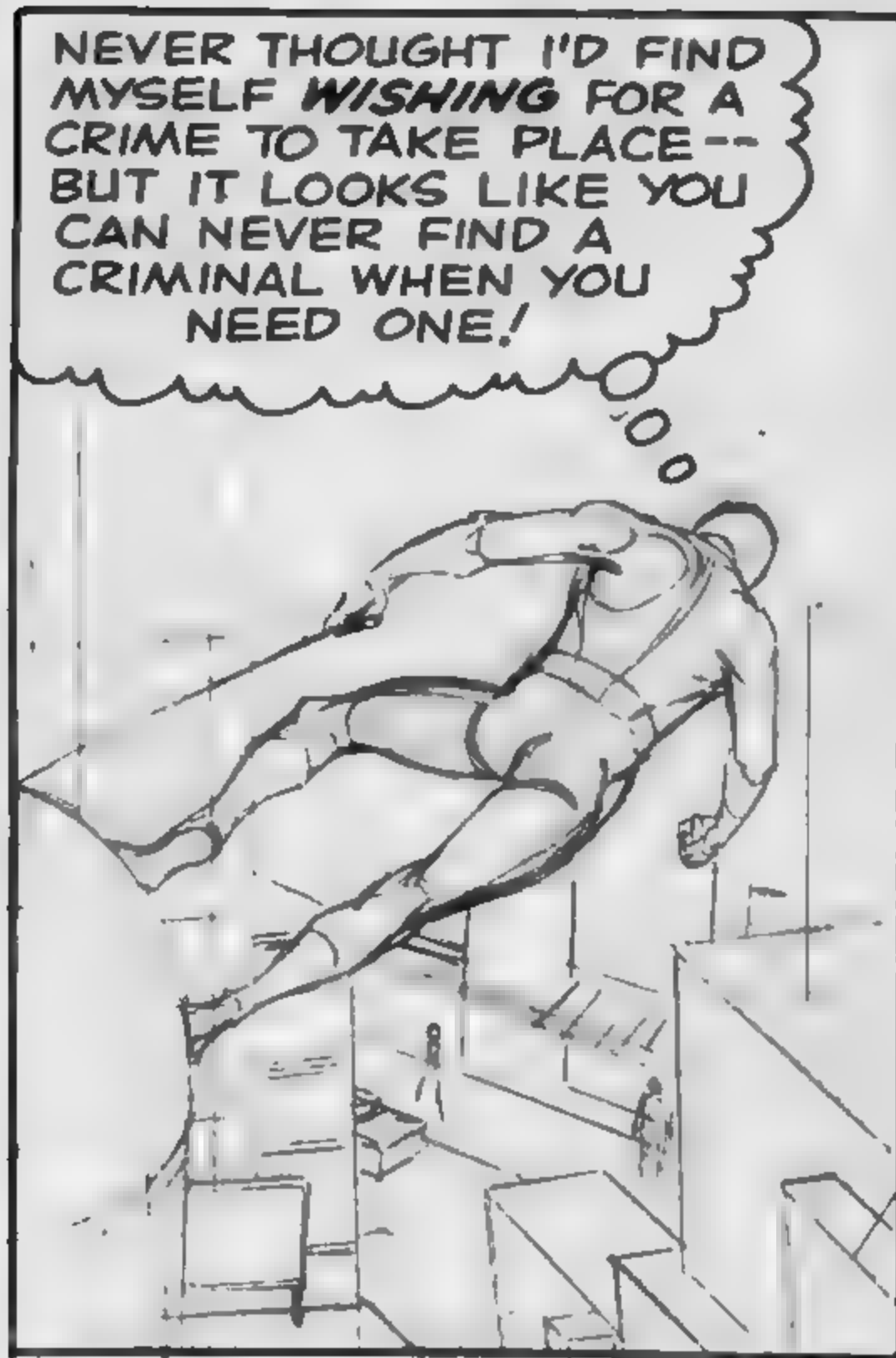
AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF *SPIDER-MAN* SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...

MY BELT-CAMERA IS LOADED AND READY!

NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!

IF I FIND SOMETHING THAT I CAN SELL TO THE *DAILY BUGLE* EARLY ENOUGH, I'LL *STILL* BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!

BUT, I'VE NEVER SEEN THE CITY MORE *QUIET*...



AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLARSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...



BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING, SOMEWHERE!

I CAN'T SELL A NEWSPAPER WITHOUT NEWS! WHY DOESN'T SOMETHING HAPPEN??!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!



FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!

DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL DO THAT, SIR!

YOU OLD HYPOCRITE!



WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!

I'M ON MY WAY! HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED!

I'VE BEEN WANTING TO TALK TO YOU, BETTY!



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!

SURE, BETTY! I UNDERSTAND!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND I'LL KEEP ASKING--UNTIL YOU SAY YES!

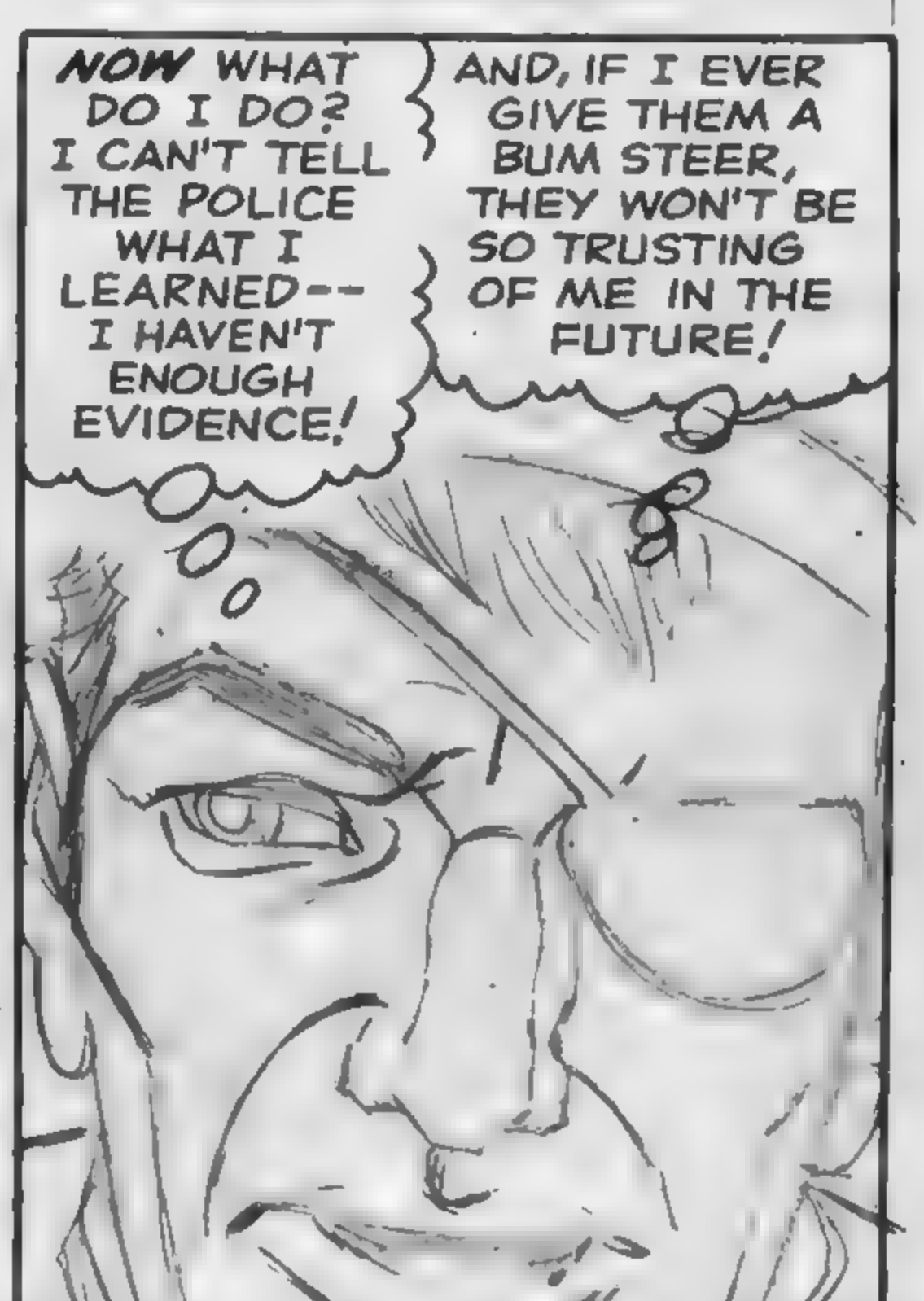
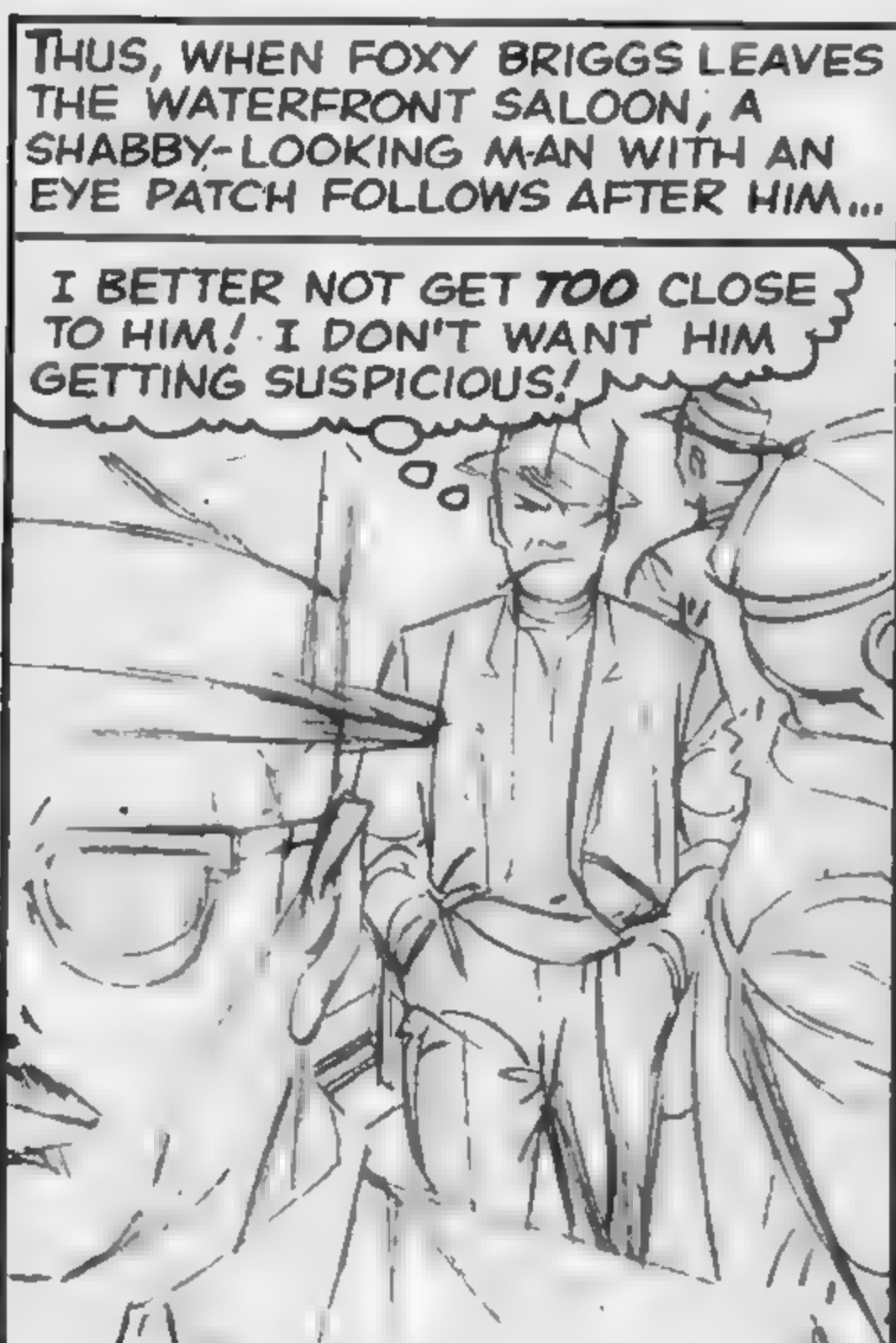
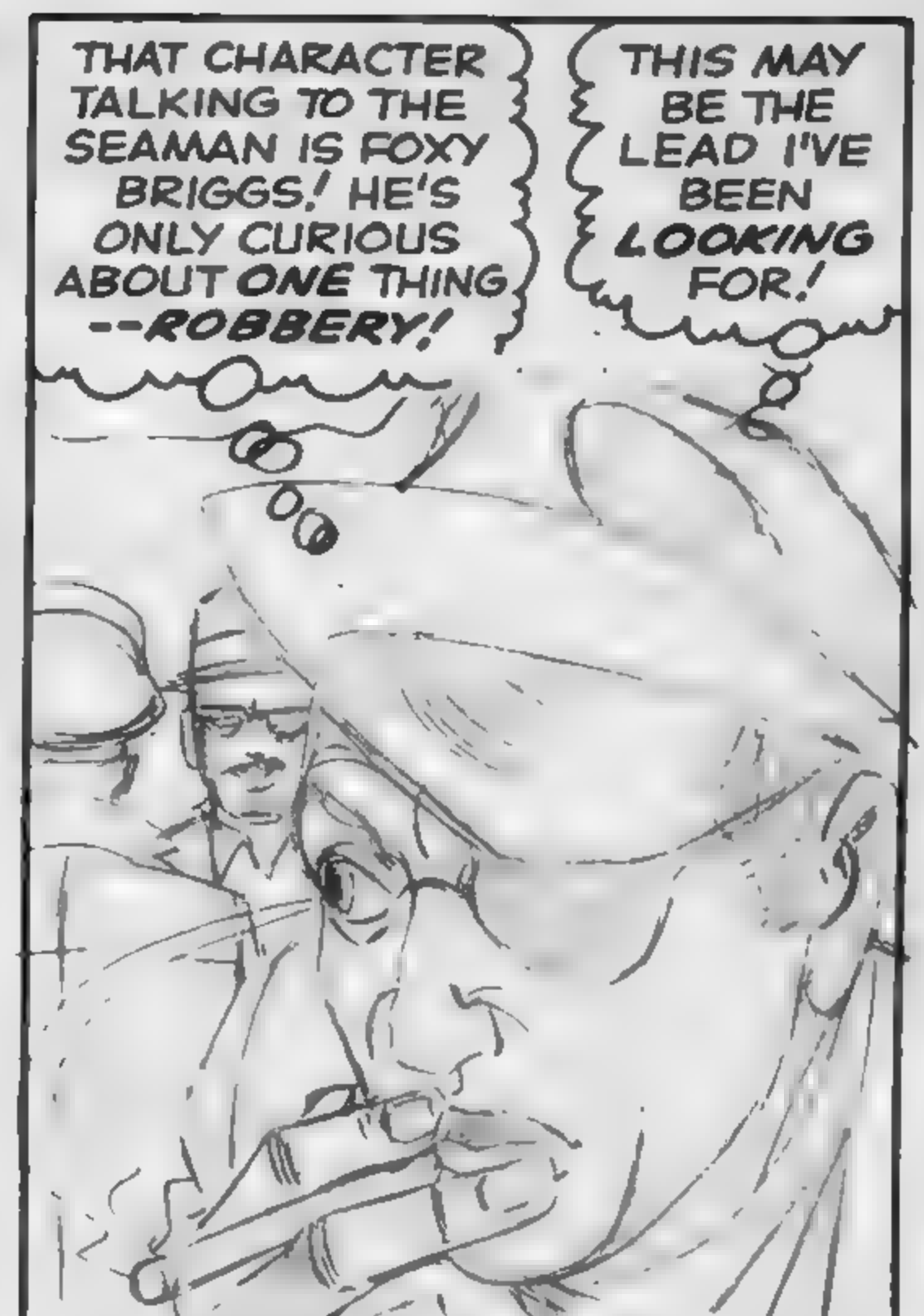
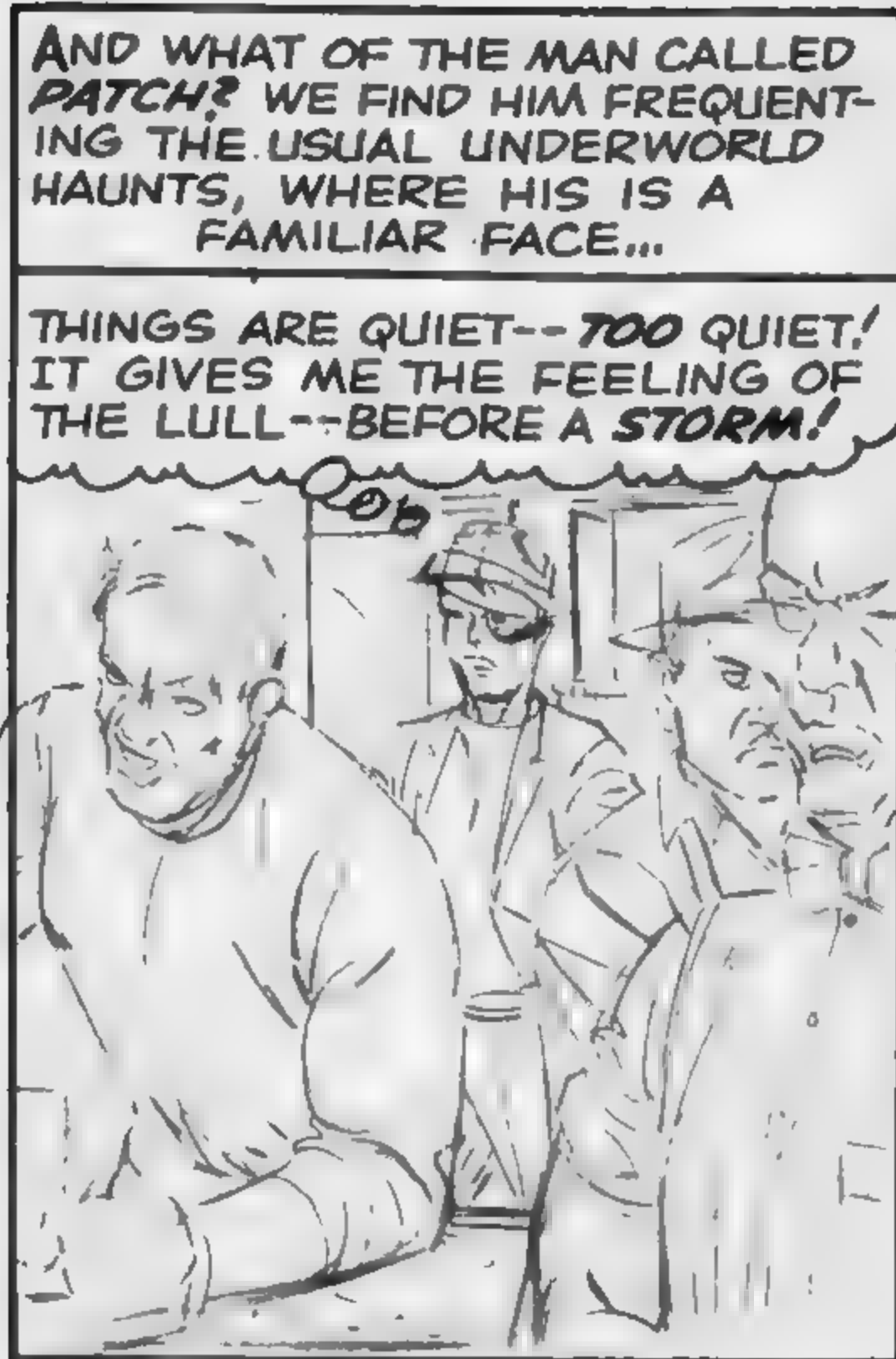
I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!





WHY--THE UNMITIGATED NERVE OF HIM!

NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO REGRET THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF COURSE I AM! YOU JUST WORRY ABOUT YOURSELF, AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I-I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

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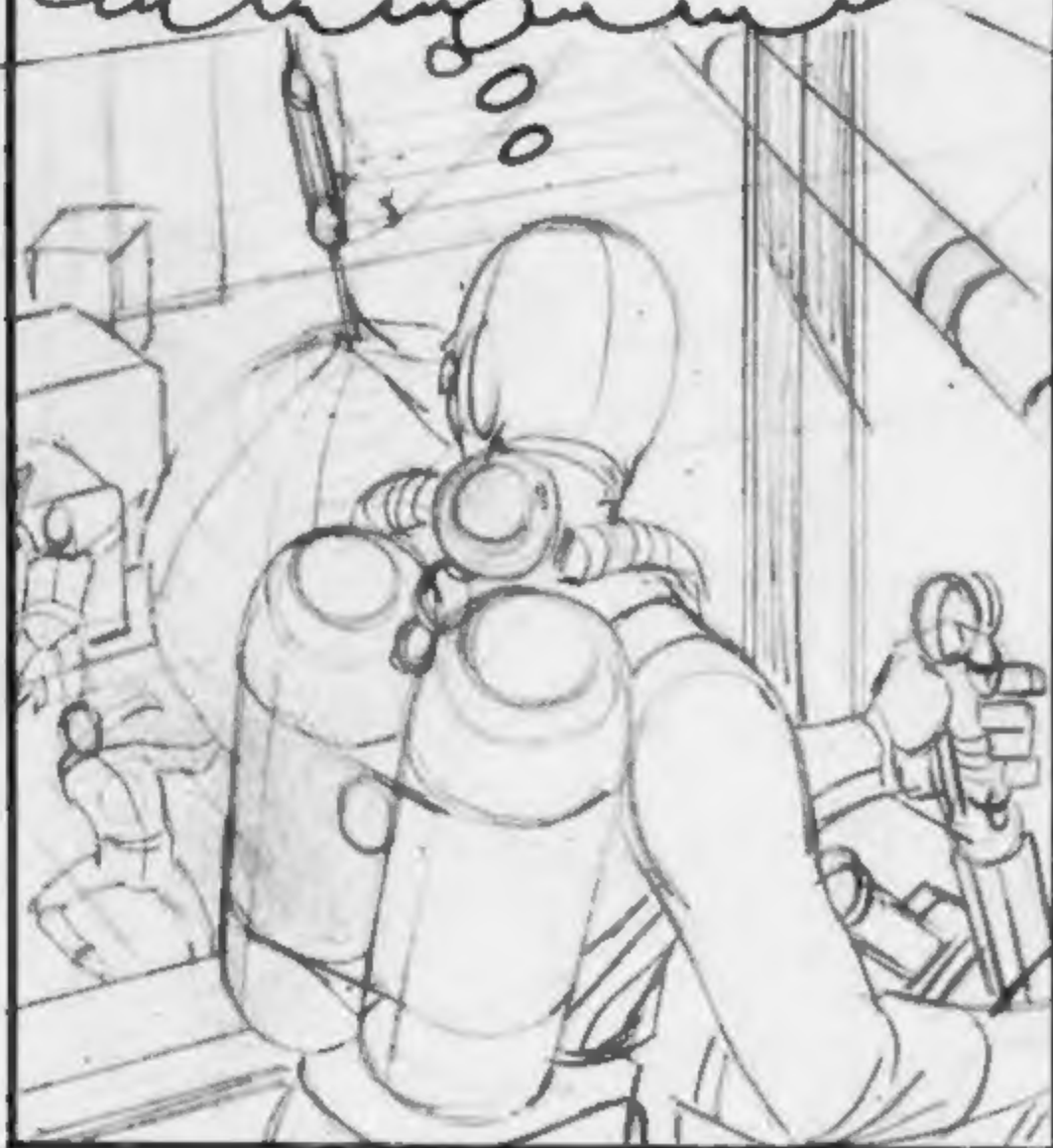
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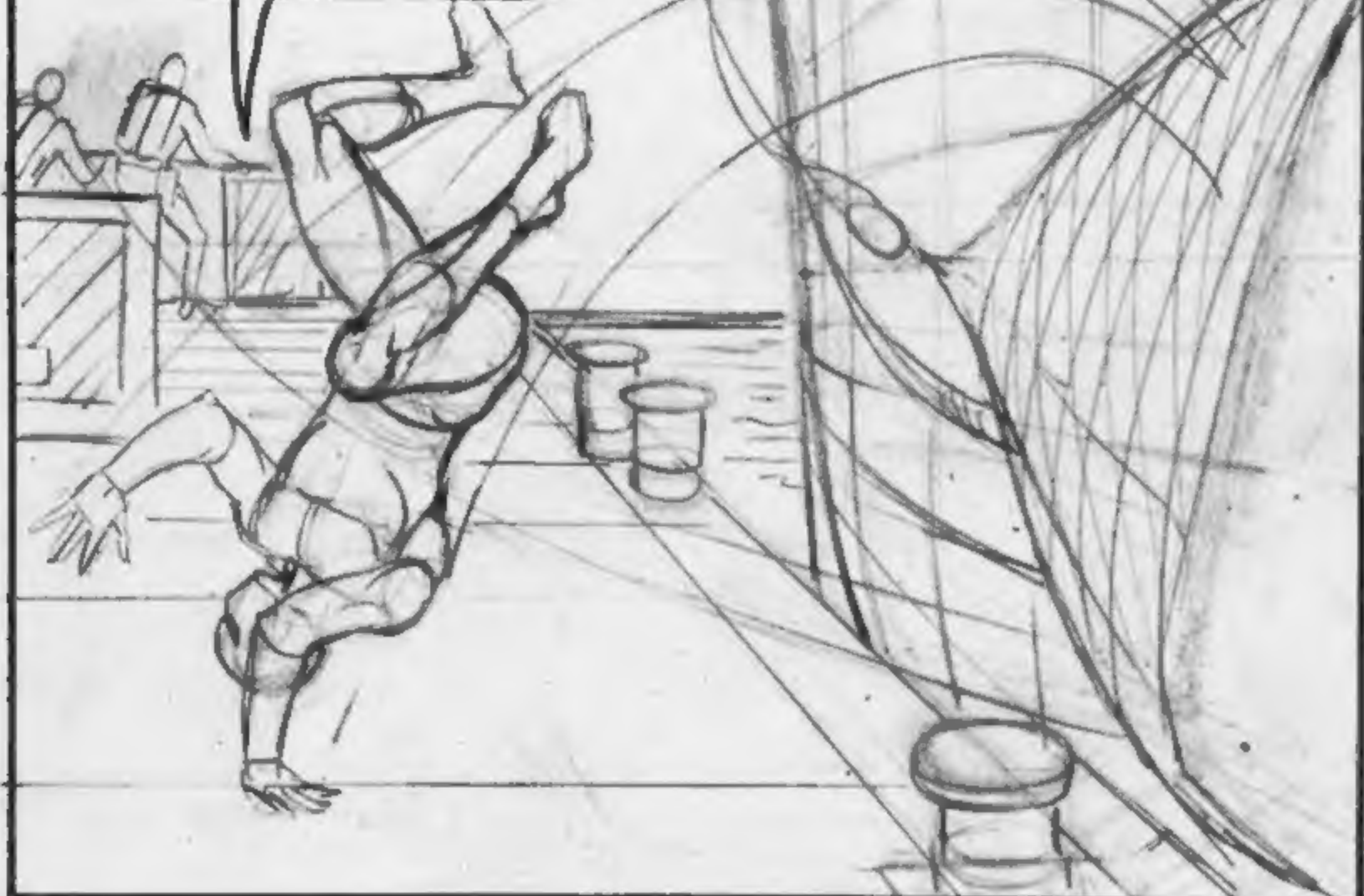
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OUR OWN MEN
OVER LIKE TEN-
PINS!

DON'T
RUSH,
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I'LL GET
TO ALL
OF YOU!



UH OH! THEY'RE TRYING TO
DISPOSE OF THE EVIDENCE
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WAIT FOR ME!



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THIS STICKY
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NO, DON'T THANK
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FWIP!



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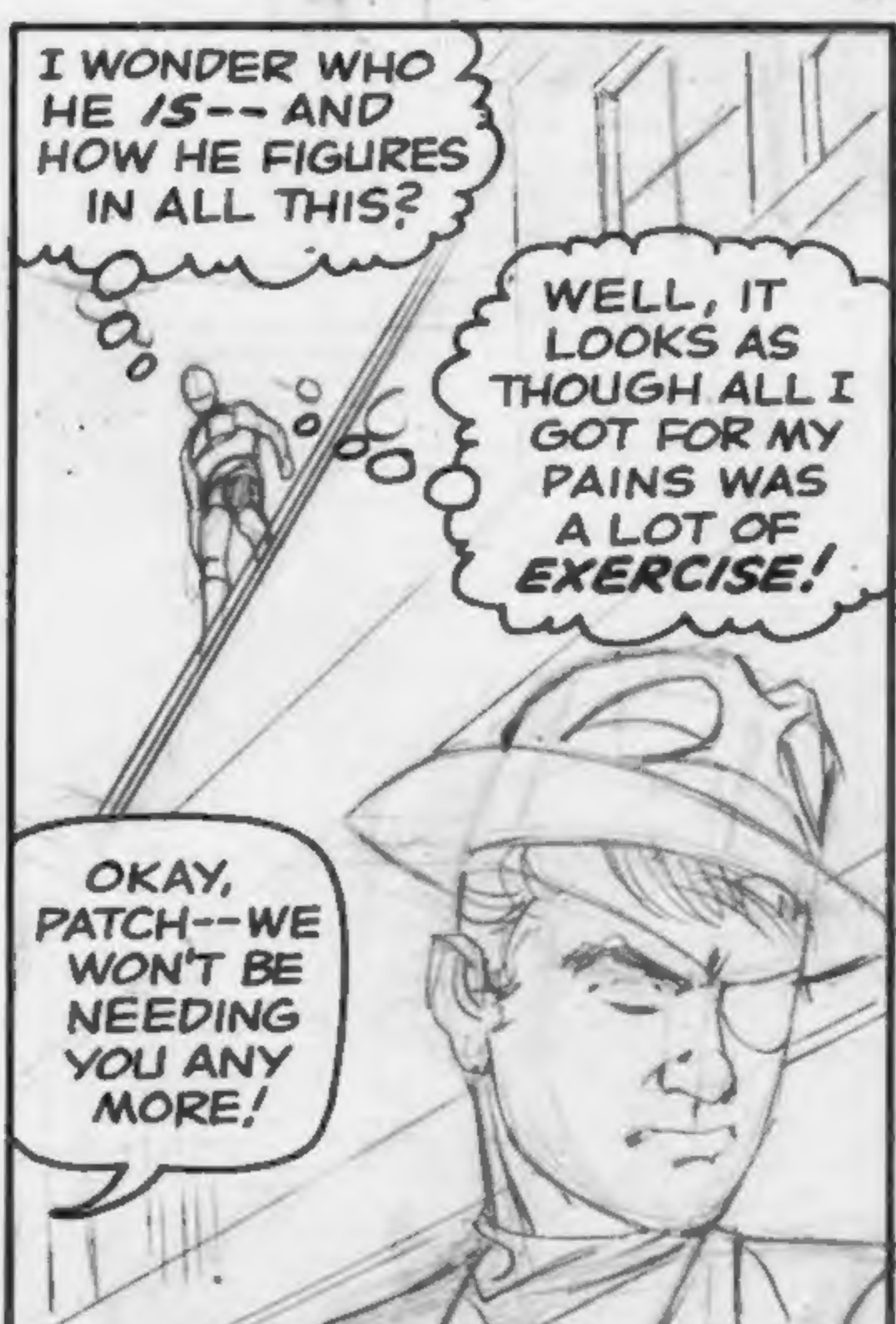
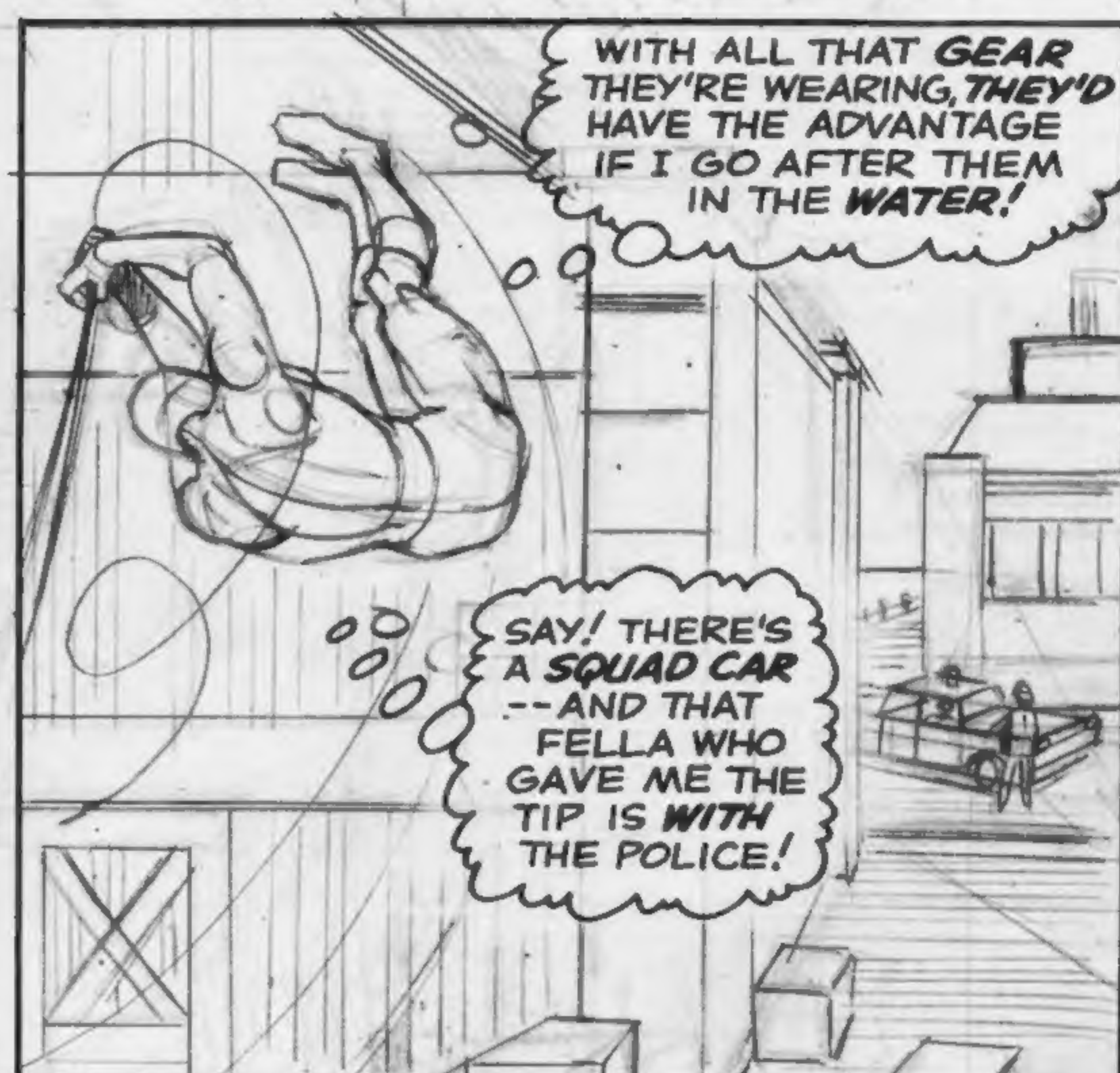
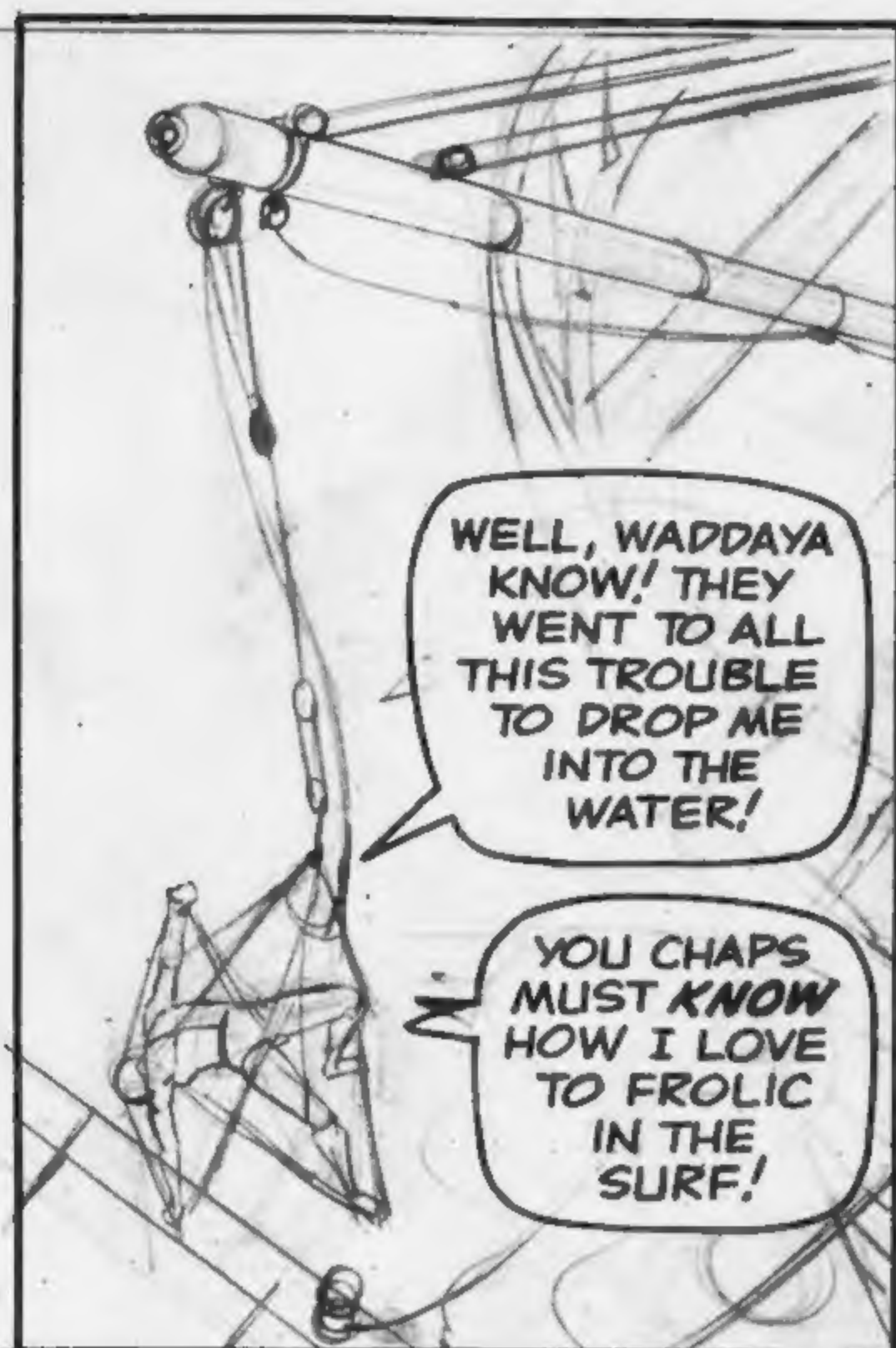


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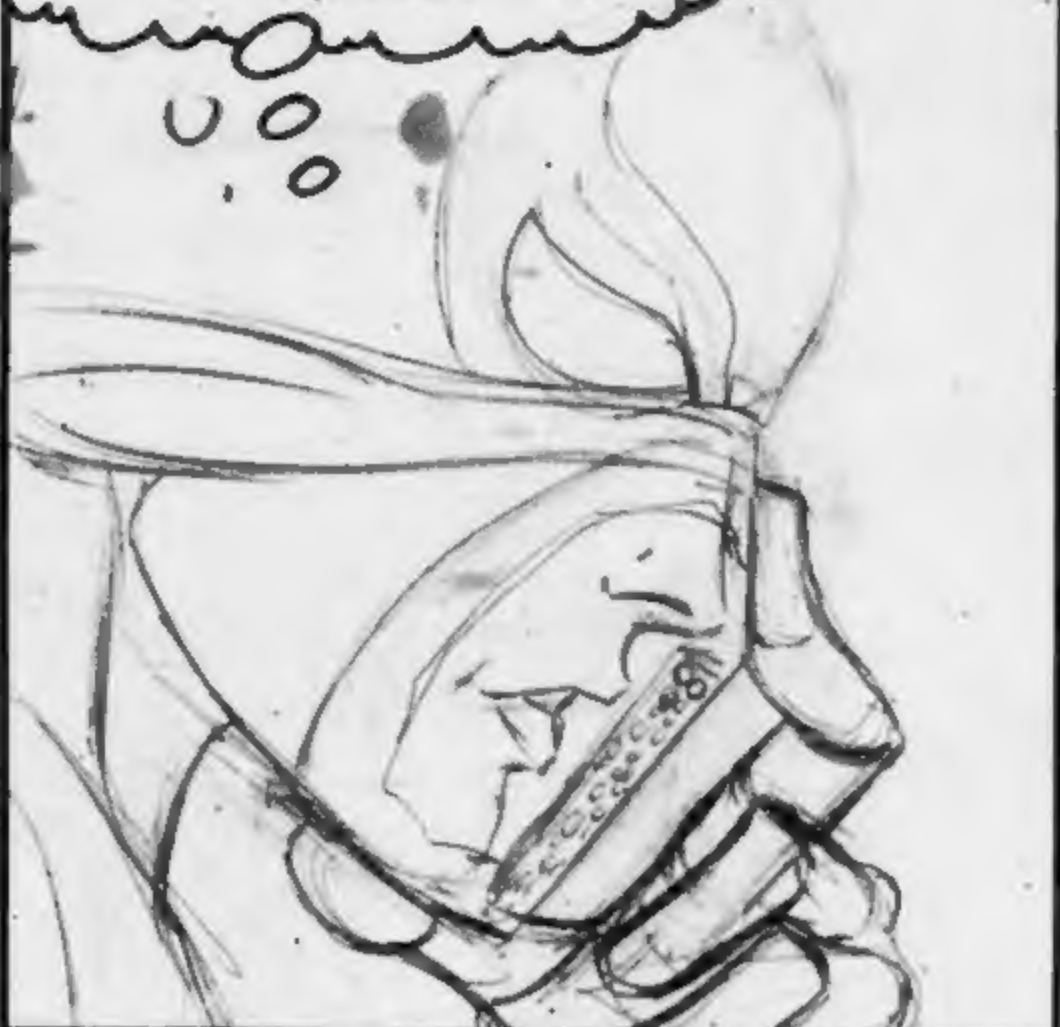
THE ONLY **GOOD** THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHAT-EVER THEY WERE AFTER...

...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY **WORKED!**



MY DRY CHEMICAL FILTER SUCCEEDING IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!

I SURE AM GLAD I DECIDED TO MAJOR IN **SCIENCE**-- WHAT WOULD I DO **WITHOUT IT?**



WELL, I CAN ALWAYS PAT MYSELF ON THE BACK **LATER!** RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE **NEWS PHOTOS!**

AND, IF I **FIND** ANY, I HOPE I REMEMBER TO **SNAP 'EM** NEXT TIME!

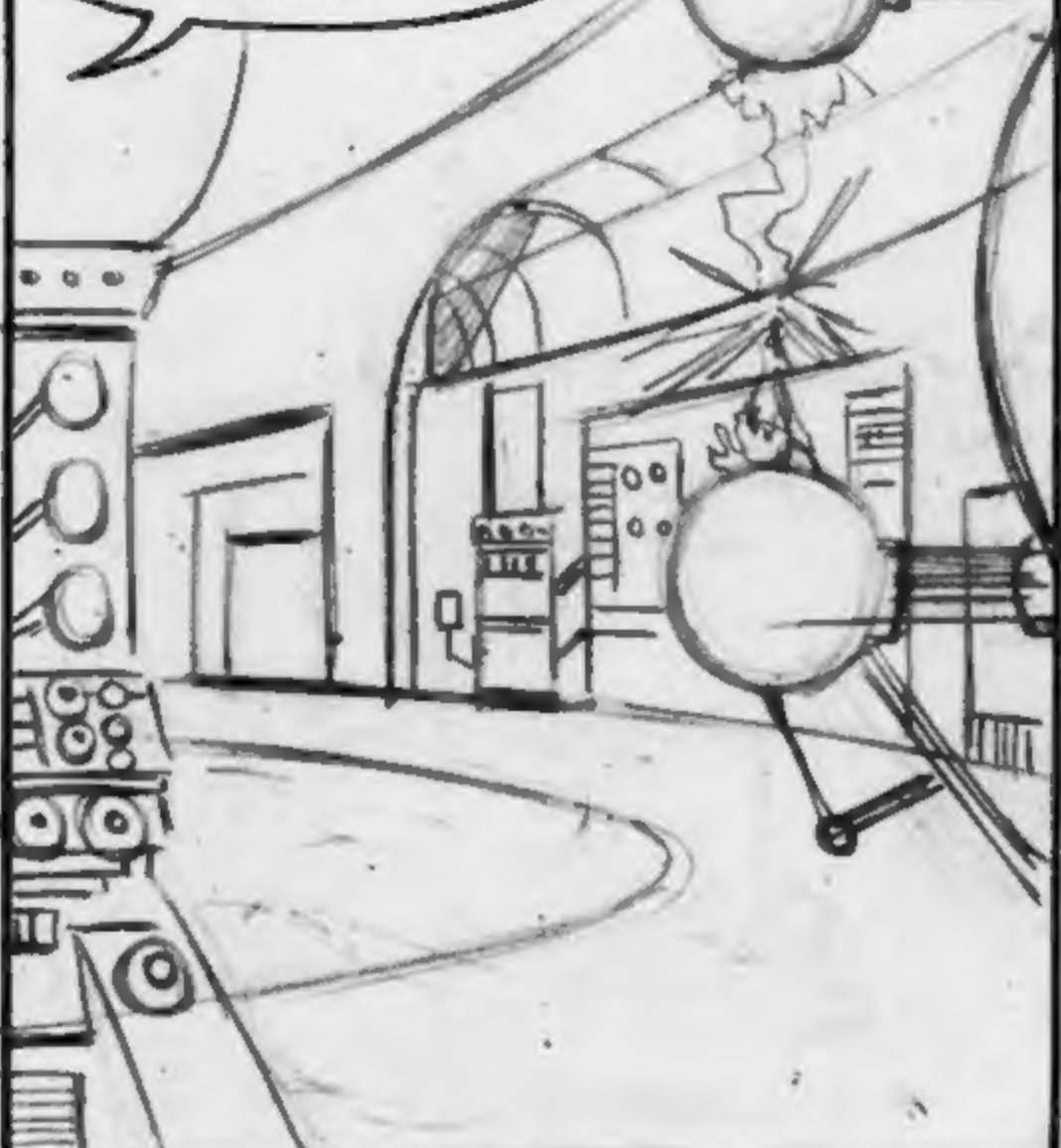


MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE **MASTER PLANNER'S** MEN...

SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE **USED** THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!



IF MY **RAY** CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE **WORLD** IN TIME!



BUT, I SHALL TOLORATE NO FURTHER MEDDLING BY **SPIDER-MAN!** EVEN **HE** HAS NOT THE POWER TO STOP ME!



THOUGH HE AND I HAVE MET **BEFORE**, IF HE CROSSES MY PATH AGAIN, OUR **NEXT** ENCOUNTER WILL BE HIS **LAST!**

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...

ARE YOU **CERTAIN?** PERHAPS THERE HAS BEEN A MISTAKE!

NO! IT'S JUST WISHFUL THINKING ON YOUR PART!



BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST **ONCE** MORE!

VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...



...THE POOR WOMAN CAN'T LAST MUCH LONGER!



NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S **AUNT MAY**, AS WELL AS THE IDENTITY OF--THE **MASTER PLANNER!** BECAUSE YOU'RE **OUR** KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST **NOT** MISS IT! **'NUFF SAID!**